

HALLADOR PETROLEUM CO
 Form 4
 October 08, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Martin Lawrence D

2. Issuer Name and Ticker or Trading Symbol
 HALLADOR PETROLEUM CO [HPCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 215 TIMBERLINE DR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/06/2008

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 CFO-SUNRISE COAL LLC

GEORGETOWN, IL 61846

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
common stock, par value \$.01	10/06/2008		P		1,000 A \$ 3.5	15,000	D
common stock, par value \$.01	10/06/2008		M		15,000 (1) (2) A \$ 2.85	30,000 (1) (2)	D
common stock, par value \$.01	10/06/2008		F		5,000 (2) A \$ 2.85	25,000 (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 2.85	10/06/2008		M	15,000	(1) (1)	common stock, par value \$.01	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Lawrence D 215 TIMBERLINE DR GEORGETOWN, IL 61846				CFO-SUNRISE COAL LLC

Signatures

Victor P. Stabio - attorney-in-fact for Lawrence D. Martin
Date: 10/08/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting for these Restricted Stock Units was accelerated and were fully vested on October 6, 2008. Accordingly, shares of restricted common stock were issued upon vesting.
- (2) Of the 15,000 shares that were vested on October 6, 2008, Mr. Martin elected to have 5,000 shares of stock withheld to pay federal tax. Mr. Martin received 10,000 shares after tax. Stock price on day of vesting and issuance was \$2.85 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.