

PETROHAWK ENERGY CORP
 Form 4
 October 29, 2004

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 EnCap Investments GP, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
 PETROHAWK ENERGY CORP
 [HAWK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1100 LOUISIANA, SUITE 3150
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/13/2004

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

HOUSTON, TX 77002
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 07/13/2004 | | J ⁽¹⁾ | 15,000 | A | \$ 0 | 7,592,567 | I | by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽³⁾ |
| Common Stock | 10/28/2004 | | J ⁽²⁾ | 1,190 | A | \$ 8.4 | 7,592,567 | I | by EnCap Energy Capital Fund IV L.P. and |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EnCap Investments GP, L.L.C. 1100 LOUISIANA SUITE 3150 HOUSTON, TX 77002 | | X | | |

Signatures

EnCap Investments GP, L.L.C., by /s/ David B. Miller, Senior Managing Director 10/29/2004

**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) Represents 7,500 shares of Common Stock granted to David B. Miller as compensation for David B. Miller serving on the Issuer's board of directors and assigned by David B. Miller to EnCap Energy Capital Fund IV, L.P. and 7,500 shares of Common Stock granted to D. Martin Phillips as compensation for D. Martin Phillips serving on the Issuer's board of directors and assigned by D. Martin Phillips to EnCap Energy Capital Fund IV, L.P.

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- Represents 595 shares of Common Stock granted to EnCap Energy Capital Fund IV, L.P. as compensation for David B. Miller serving on the Issuer's board of directors and 595 shares of Common Stock granted to EnCap Energy Capital Fund IV, L.P. as compensation for D. Martin Phillips serving on the Issuer's board of directors.

- Represents 16,810 shares owned by EnCap Energy Capital Fund IV, L.P. and 7,575,757 shares owned by PHAWK, LLC (formerly Petrohawk Energy, LLC). The reporting person disclaims any beneficial ownership of the securities owned by PHAWK, LLC or EnCap Energy Capital Fund IV, L.P. in excess of its pecuniary interest in such securities.

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.