

PETROHAWK ENERGY CORP
 Form 4
 May 26, 2005

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 *
PHILLIPS D MARTIN

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)
 04/01/2005

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

HOUSTON, TX 77002

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 04/01/2005 | | J ⁽¹⁾ | 954 | A | \$ 10.48 | 3,274,689 | I | by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽⁵⁾ |
| Common Stock | 05/25/2005 | | A | 5,000 | A | \$ 0 | 3,274,689 | I | by EnCap Energy Capital Fund IV L.P. and |

| | | | | | | | | |
|--------------|------------|------------------|--------|---|---------|-----------|---|---|
| Common Stock | 05/25/2005 | J ⁽²⁾ | 5,000 | D | \$ 0 | 3,274,689 | I | PHAWK LLC ⁽⁵⁾ by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽⁵⁾ |
| Common Stock | 05/25/2005 | J ⁽³⁾ | 10,000 | A | \$ 0 | 3,274,689 | I | by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽⁵⁾ |
| Common Stock | 05/25/2005 | J ⁽⁴⁾ | 1,168 | A | \$ 8.56 | 3,274,689 | I | by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽⁵⁾ |

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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PHILLIPS D MARTIN 1100 LOUISIANA SUITE 3150 HOUSTON, TX 77002 | X | X | | |

Signatures

/s/ D. Martin
Phillips
05/25/2005

**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 477 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 477 shares of Common Stock granted to EnCap Capital Fund IV, L.P. as compensation for the reporting person serving on the Issuer's board of directors
- (2) Represents restricted shares of Common Stock that were assigned by the reporting person to EnCap Energy Capital Fund IV, L.P. Represents 5,000 shares of Common Stock granted to David B. Miller as compensation for serving on the Issuer's board of directors and assigned by David B. Miller to EnCap Energy Capital Fund IV, L.P. and 5,000 shares of Common Stock granted to the reporting person as compensation for serving on the Issuer's board of directors and assigned by the reporting person to EnCap Energy Capital Fund IV, L.P.
- (3) Represents 584 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 584 shares of Common Stock granted to EnCap Capital Fund IV, L.P. as compensation for the reporting person serving on the Issuer's board of directors
- (4) Represents 28,932 shares owned by EnCap Energy Capital Fund IV, L.P. and 3,245,757 shares owned by PHAWK, 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.
- (5)

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.