

LAWRENCE BRYAN H

Form 4

May 12, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAWRENCE BRYAN H

2. Issuer Name **and** Ticker or Trading
Symbol
HALLADOR ENERGY CO
[HNRG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
410 PARK AVENUE, 19TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2011

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

(Street)
NEW YORK, NY 10022-4407

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price		
Common Stock, par value \$0.01 per share	05/11/2011		J ⁽¹⁾		10,359	A \$ 0 60,359	D	
Common Stock, par value \$0.01 per share	05/11/2011		J ⁽¹⁾		750,000 ⁽²⁾	D \$ 0 5,807,166 ⁽²⁾	I	See Footnote ⁽³⁾
Common Stock, par value \$0.01						5,700,090 ⁽²⁾	I	See Footnote ⁽⁴⁾

See
Footnote
(3)

See
Footnote
(4)

per share

Common
Stock, par
value \$0.01
per share

2,950,000 (2) I

See
Footnote
(5)

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

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
LAWRENCE BRYAN H 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022-4407	X			

Signatures

/s/ Bryan H.
Lawrence 05/12/2011

**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) Pro rata distributions from Yorktown Energy Partners VI, L.P., Yorktown VI Company LP and Yorktown VI Associates LLC.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this

(2) report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.

(3) These securities are owned directly by Yorktown Energy Partners VI, L.P. The reporting person is a member and a manager of Yorktown VI Associates LLC, the general partner of Yorktown VI Company LP, the general partner of Yorktown Energy Partners VI, L.P.

These securities are owned directly by Yorktown Energy Partners VII, L.P. The reporting person is a member and a manager of

(4) Yorktown VII Associates LLC, the general partner of Yorktown VII Company LP, the general partner of Yorktown Energy Partners VII, L.P.

These securities are owned directly by Yorktown Energy Partners VIII, L.P. The reporting person is a member and a manager of

(5) Yorktown VIII Associates LLC, the general partner of Yorktown VIII Company LP, the general partner of Yorktown Energy Partners VIII, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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