

PETROHAWK ENERGY CORP
 Form 4
 January 15, 2010

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 *
WILSON FLOYD C

(Last) (First) (Middle)
 1000 LOUISIANA, SUITE 5600
 (Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/15/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of Board and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/15/2010 | | S | 800 | D \$ 26.16 | 2,926,686 | D |
| Common Stock | 01/15/2010 | | S | 100 | D \$ 26.17 | 2,926,586 | D |
| Common Stock | 01/15/2010 | | S | 1,400 | D \$ 26.18 | 2,925,186 | D |
| Common Stock | 01/15/2010 | | S | 2,295 | D \$ 26.19 | 2,922,891 | D |
| Common Stock | 01/15/2010 | | S | 205 | D \$ 26.2 | 2,922,686 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|------------------------|---|---------|
| Common Stock | 01/15/2010 | S | 600 | D | \$ 26.22 | 2,922,086 | D | |
| Common Stock | 01/15/2010 | S | 2,000 | D | \$ 26.24 | 2,920,086 | D | |
| Common Stock | 01/15/2010 | S | 300 | D | \$ 26.25 | 2,919,786 | D | |
| Common Stock | 01/15/2010 | S | 1,525 | D | \$ 26.26 | 2,918,261 | D | |
| Common Stock | 01/15/2010 | S | 104 | D | \$ 26.27 | 2,918,157 | D | |
| Common Stock | 01/15/2010 | S | 431 | D | \$ 26.28 | 2,917,726 | D | |
| Common Stock | 01/15/2010 | S | 300 | D | \$ 26.32 | 2,917,426 | D | |
| Common Stock | 01/15/2010 | S | 700 | D | \$ 26.37 | 2,916,726 | D | |
| Common Stock | 01/15/2010 | S | 100 | D | \$ 26.38 | 2,916,626 | D | |
| Common Stock | 01/15/2010 | S | 750 | D | \$ 26.39 | 2,915,876 | D | |
| Common Stock | 01/15/2010 | S | 300 | D | \$ 26.51 | 2,915,576 | D | |
| Common Stock | | | | | | 200,000 ⁽¹⁾ | I | By GRAT |

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) | | Title | | |

| | | |
|-------------|------------|--------|
| Date | Expiration | Amount |
| Exercisable | Date | or |
| | | Number |
| | | of |
| | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON FLOYD C 1000 LOUISIANA SUITE 5600 HOUSTON, TX 77002 | X | | Chairman of Board and CEO | |

Signatures

Floyd C. Wilson 01/15/2010

 **Signature of Date
Reporting Person

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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on July 7, 2009.

Remarks:

This report is three of three. The total number of shares sold by the reporting person on January 15, 2010 was 250,000.

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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