

HALLADOR PETROLEUM CO

Form 3

September 25, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *
Â Yorktown VIII Associates LLC

(Last) (First) (Middle)

410 PARK AVENUE,Â 19TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
09/15/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.01 per share	2,950,000 <u>(1)</u>	I	See Footnote <u>(2)</u>

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yorktown VIII Associates LLC 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
Yorktown VIII Co LP 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022	^	^ X	^	^
Yorktown Energy Partners VIII, L.P. 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022	^	^ X	^	^

Signatures

/s/ Bryan H. Lawrence,
Member

09/25/2009

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The reporting entities disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this
- (1) report shall not be deemed an admission that the reporting entities are the beneficial owners of these securities for Section 16 or any other purpose.
- These securities are owned directly by Yorktown Energy Partners VIII, L.P., of which Yorktown VIII Company LP is the general partner,
- (2) of which Yorktown VIII Associates LLC is the general partner. Yorktown VIII Company LP and Yorktown VIII Associates LLC are indirect beneficial owners of the reported securities.

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Remarks:
Exhibit^ List

Exhibit^ 99^ -^ Joint^ Filer^ Information

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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