

Cusack Charles E III
 Form 4
 August 24, 2011

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 *
 Cusack Charles E III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 08/20/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President - Exploration

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/20/2011 | | U | | 128,784 (2) | D | \$ 38.75 |
| Common Stock | 08/20/2011 | | D | | 53,367 | D | \$ 38.75 |

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

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SEC 1474
 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to buy) | \$ 20.57 | 08/20/2011 | | D | 60,000 | (1) 02/23/2021 | Common Stock 60,000 |
| Stock Option (Right to buy) | \$ 21.18 | 08/20/2011 | | D | 56,000 | (1) 02/24/2020 | Common Stock 56,000 |
| Stock Option (Right to buy) | \$ 15.23 | 08/20/2011 | | D | 35,000 | (1) 03/02/2019 | Common Stock 35,000 |
| Stock Option (Right to buy) | \$ 18.08 | 08/20/2011 | | D | 11,800 | (1) 02/28/2018 | Common Stock 11,800 |
| Stock Appreciation Right | \$ 11.64 | 08/20/2011 | | D | 16,000 | (1) 03/02/2017 | Common Stock 16,000 |
| Stock Option (Right to buy) | \$ 10.23 | 08/20/2011 | | D | 16,900 | (1) 08/11/2016 | Common Stock 16,900 |
| Stock Option (Right to buy) | \$ 14.07 | 08/20/2011 | | D | 40,000 | (1) 01/12/2016 | Common Stock 40,000 |
| Stock Option (Right to buy) | \$ 8.51 | 08/20/2011 | | D | 25,000 | (1) 01/26/2015 | Common Stock 25,000 |
| Stock Option (Right to buy) | \$ 7.5 | 08/20/2011 | | D | 25,000 | (1) 07/12/2014 | Common Stock 25,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cusack Charles E III
1000 LOUISIANA, SUITE 5600
HOUSTON, TX 77002

Vice President - Exploration

Signatures

David S. Elkouri,
Attorney-in-fact

08/23/2011

__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) This derivative security was cancelled per the Agreement and Plan of Merger in exchange for a cash payment equal to the difference between the exercise price and \$38.75.

- A review of the reporting person's brokerage account holdings resulted in the discovery that the reporting person's common stock
- (2) holdings have been overstated by 467 shares. Accordingly, the reporting person's common stock holdings have been reduced by 467 shares.

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.