

CHENIERE ENERGY INC
Form 4
February 01, 2008

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 *
Fir Tree, L.L.C.

(Last) (First) (Middle)

505 FIFTH AVENUE, 23RD FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CHENIERE ENERGY INC [LNG]

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

01/28/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$.003 per share	01/28/2008		P	112,300	A \$ 29.4824	4,139,612 (1)	I See Footnote (2)

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

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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 of Number of Shares
American Style Call Option (ONP+AJ) (Right to Buy)	\$ 50	01/30/2008		S	3,110	(3) 01/17/2009	Common Stock 311,000
American Style Call Option (LNG+CH) (Right to Buy)	\$ 40	01/30/2008		S	1,250	(3) 03/22/2008	Common Stock 125,000
American Style Call Option (LNG+CI) (Right to Buy)	\$ 45	01/30/2008		S	1,020	(3) 03/22/2008	Common Stock 102,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fir Tree, L.L.C. 505 FIFTH AVENUE 23RD FLOOR NEW YORK, NY 10017		X		
Camellia Partners, LLC 505 FIFTH AVENUE 23RD FLOOR NEW YORK, NY 10017		X		
TANNENBAUM JEFFREY 505 FIFTH AVENUE		X		

23RD FLOOR
NEW YORK, NY 10017

Fredman Andrew
505 FIFTH AVENUE
23RD FLOOR
NEW YORK, NY 10017

X

Signatures

Jeffrey Tannenbaum, Principal of Fir Tree, L.L.C.	02/01/2008
**Signature of Reporting Person	Date
Jeffrey Tannenbaum, Principal of Camellia Partners, LLC	02/01/2008
**Signature of Reporting Person	Date
Jeffrey Tannenbaum	02/01/2008
**Signature of Reporting Person	Date
Andrew Fredman	02/01/2008
**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) The filing of this Form 4 shall not be construed as an admission that Fir Tree, L.L.C., Camellia Partners, LLC, Jeffrey Tannenbaum or Andrew Fredman (the "Reporting Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the shares of common stock, \$.003 par value per share (the "Common Stock"), of Cheniere Energy, Inc. (the "Issuer") owned by Fir Tree Value Master Fund, LP, a Cayman Islands exempted limited partnership ("Fir Tree Value"), Fir Tree Capital Opportunity Master Fund, LP, a Cayman Islands exempted limited partnership ("Fir Tree Capital Opportunity") or its affiliates. Pursuant to Rule 16a-1, the Reporting Persons disclaim such beneficial ownership.
- (2) Fir Tree, L.L.C., the general partner of Fir Tree Value, Camellia Partners, LLC, the general partner of Fir Tree Capital Opportunity hold indirectly the Common Stock through the accounts of Fir Tree Capital Opportunity and Sapling LLC, of which Fir Tree Value is the sole member; Jeffrey Tannenbaum, the principal of Fir Tree, L.L.C. and Camellia Partners, LLC, and Andrew Fredman, another principal of Camellia Partners, LLC, at the time of purchase, controlled the disposition and voting of the Common Stock. Fir Tree, L.L.C. receives a performance-based allocation from Fir Tree Value and Camellia Partners, LLC receives a performance-based allocation from Fir Tree Capital Opportunity and its affiliates.
- (3) The American-style options are currently exercisable.

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.