

PETROHAWK ENERGY CORP
Form 4
October 29, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
EnCap Energy Capital Fund IV, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 LOUISIANA, SUITE 3150
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/13/2004

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

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	07/13/2004		J ⁽¹⁾	A	\$ 0	16,810	D ⁽²⁾
Common Stock	10/28/2004		J ⁽³⁾	A	\$ 8.4	16,810	D ⁽²⁾

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
EnCap Energy Capital Fund IV, L.P. 1100 LOUISIANA SUITE 3150 HOUSTON, TX 77002		X		

Signatures

EnCap Energy Capital Fund IV, L.P., by EnCap Equity Fund IV GP, L.P., its general partner, by EnCap Investments L.P., its general partner, by EnCap Investments GP, L.L.C., its general partner, by /s/ David B. Miller, Senior Managing Director

10/29/2004

__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) Represents 7,500 shares of Common Stock granted to David B. Miller as compensation for serving on the Issuer's board of directors and assigned to the reporting person and 7,500 shares of Common Stock granted to D. Martin Phillips as compensation for serving on the Issuer's board of directors and assigned to the reporting person.

(2) The reporting person is also the indirect beneficial owner of 7,575,757 shares of Common Stock owned by PHAWK, LLC (formerly Petrohawk Energy, LLC) as reported on the reporting person's Form 3 filed June 3, 2004.

(3) Represents 595 shares of Common Stock granted to the reporting person as compensation for David B. Miller serving on the Issuer's board of directors and 595 shares of Common Stock granted to the reporting person as compensation for D. Martin Phillips serving on the Issuer's board of directors.

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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