Mize Mark Form 4 March 23, 2011

## FORM 4

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

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 \*

Mize Mark

(First) (Last) (Middle)

1000 LOUISIANA, SUITE 5600

(State)

(Zin)

(Street)

HOUSTON, TX 77002

(City)

2. Issuer Name and Ticker or Trading

Symbol

PETROHAWK ENERGY CORP [HK]

3. Date of Earliest Transaction

(Month/Day/Year) 03/21/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relation Issuer	nship of Rep	porting Person(s) to
	(Check al	l applicable)
Dire	ctor	10% Owner
X Offi	cer (give title	e Other (speci
below)		below)
	EVP - CF	O, Treasurer
6. Individ	ual or Joint/	Group Filing(Check
Applicable	Line)	
_X_ Form	filed by One	Reporting Person
Form f	iled by More	than One Reporting
Person	•	

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed of (	` ′	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 Beneficial Ownership (Instr. 4)
Common Stock	03/21/2011		M	15,000	A	\$ 10.23	152,007 (1)	D	
Common Stock	03/21/2011		M	50,000	A	\$ 18.08	202,007	D	
Common Stock	03/21/2011		M	48,666	A	\$ 15.23	250,673	D	
Common Stock	03/21/2011		S	1,600	D	\$ 22.66	249,073	D	
Common Stock	03/21/2011		S	6,180	D	\$ 22.67	242,893	D	

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03/21/2011	S	1,900	D	\$ 22.6701	240,993	D
03/21/2011	S	1,100	D	\$ 22.6765	239,893	D
03/21/2011	S	800	D	\$ 22.6788	239,093	D
03/21/2011	S	4,500	D	\$ 22.68	234,593	D
03/21/2011	S	1,000	D	\$ 22.6801	233,593	D
03/21/2011	S	3,400	D	\$ 22.6844	230,193	D
03/21/2011	S	6,932	D	\$ 22.69	223,261	D
03/21/2011	S	3,518	D	\$ 22.6901	219,743	D
03/21/2011	S	2,300	D	\$ 22.6973	217,443	D
03/21/2011	S	2,600	D	\$ 22.6984	214,843	D
03/21/2011	S	9,038	D	\$ 22.7	205,805	D
03/21/2011	S	2,300	D	\$ 22.7016	203,505	D
03/21/2011	S	582	D	\$ 22.71	202,923	D
03/21/2011	S	2,300	D	\$ 22.7101	200,623	D
03/21/2011	S	7,350	D	\$ 22.72	193,273	D
03/21/2011	S	1,200	D	\$ 22.7266	192,073	D
03/21/2011	S	640	D	\$ 22.73	191,433	D
03/21/2011	S	2,500	D	\$ 22.7352	188,933	D
03/21/2011	S	800	D	\$ 22.75	188,133	D
03/21/2011	S	5,600	D	\$ 22.76	182,533	D
	03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011 03/21/2011	03/21/2011       S         03/21/2011       S	03/21/2011       S       1,100         03/21/2011       S       800         03/21/2011       S       4,500         03/21/2011       S       1,000         03/21/2011       S       3,400         03/21/2011       S       6,932         03/21/2011       S       2,300         03/21/2011       S       2,600         03/21/2011       S       2,300         03/21/2011       S       2,300         03/21/2011       S       582         03/21/2011       S       7,350         03/21/2011       S       7,350         03/21/2011       S       640         03/21/2011       S       2,500         03/21/2011       S       2,500         03/21/2011       S       2,500	03/21/2011       S       1,100       D         03/21/2011       S       800       D         03/21/2011       S       4,500       D         03/21/2011       S       1,000       D         03/21/2011       S       3,400       D         03/21/2011       S       6,932       D         03/21/2011       S       2,300       D         03/21/2011       S       2,600       D         03/21/2011       S       9,038       D         03/21/2011       S       2,300       D         03/21/2011       S       582       D         03/21/2011       S       7,350       D         03/21/2011       S       7,350       D         03/21/2011       S       640       D         03/21/2011       S       2,500       D         03/21/2011       S       2,500       D         03/21/2011       S       2,500       D         03/21/2011       S       800       D	03/21/2011       S       1,900       D       22.6701         03/21/2011       S       1,100       D       \$       22.6765         03/21/2011       S       800       D       \$       22.6788         03/21/2011       S       4,500       D       \$       22.6801         03/21/2011       S       1,000       D       \$       22.6801         03/21/2011       S       3,400       D       \$       22.6844         03/21/2011       S       6,932       D       \$       22.690         03/21/2011       S       2,300       D       \$       22.6901         03/21/2011       S       2,600       D       \$       22.6973         03/21/2011       S       2,600       D       \$       22.6984         03/21/2011       S       9,038       D       \$       22.7016         03/21/2011       S       582       D       \$       22.7016         03/21/2011       S       7,350       D       \$       22.7101         03/21/2011       S       640       D       \$       22.7366         03/21/2011       S       640       D	03/21/2011         S         1,900         D         22,6701         240,993           03/21/2011         S         1,100         D         \$22,6765         239,893           03/21/2011         S         800         D         \$22,6788         239,093           03/21/2011         S         4,500         D         \$22,682         234,593           03/21/2011         S         1,000         D         \$22,6801         233,593           03/21/2011         S         3,400         D         \$22,6844         230,193           03/21/2011         S         3,518         D         \$22,6901         219,743           03/21/2011         S         2,300         D         \$22,6973         217,443           03/21/2011         S         2,600         D         \$22,6984         214,843           03/21/2011         S         2,300         D         \$22,7016         203,505           03/21/2011         S         582         D         \$22,710         200,623           03/21/2011         S         2,300         D         \$22,710         200,623           03/21/2011         S         7,350         D         \$22,710         200,623 </td

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

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SEC 1474 (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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Employee Stock Option (right to buy)	\$ 10.23	03/21/2011		M	15,000	08/11/2009(2)	08/11/2016	Common Stock	1:
Employee Stock Option (right to buy)	\$ 18.08	03/21/2011		M	50,000	02/28/2011(3)	02/28/2018	Common Stock	50
Employee Stock Option (right to buy)	\$ 15.23	03/21/2011		M	48,666	<u>(4)</u>	03/02/2019	Common Stock	4
Stock Appreciation Right	\$ 11.64	03/21/2011		M	30,000	03/02/2010(5)	03/02/2017	Common Stock	30

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Mize Mark						
1000 LOUISIANA			EVP - CFO, Treasurer			
SUITE 5600			EVF - CFO, Heasulei			
HOUSTON, TX 77002						

# **Signatures**

David S. Elkouri,	02/22/2011
Attorney-in-fact	03/23/2011

\*\*Signature of Reporting Person Date

Reporting Owners 3

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## **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).
  - A review of the reporting person's brokerage account holdings resulted in the discovery that the reporting person's common stock
- (1) holdings have been overstated by five shares. Accordingly, the reporting person's common stock holdings have been reduced by five shares.
- (2) The option vested in three equal annual installments beginning August 11, 2007.
- (3) The option vested in three equal annual installments beginning February 28, 2009.
- (4) The option vests in three equal annual installments beginning March 2, 2010.
- (5) The stock appreciation right vested in three equal annual installments beginning March 2, 2008.

#### **Remarks:**

This report is one of three. The total number of shares sold by the reporting person on March 21, 2011 was 123,666. The total 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.