

Foutch Randy A
Form 4
December 21, 2011

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 *
Foutch Randy A

2. Issuer Name and Ticker or Trading Symbol
Laredo Petroleum Holdings, Inc.
[LPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
15 W. SIXTH STREET, SUITE 1800

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

TULSA, OK 74119

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 Indirect Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/19/2011		J ⁽¹⁾		1,285,281	A	\$ 0 ⁽¹⁾ 1,285,281	D
Common Stock	12/19/2011		J ⁽¹⁾		34,750	A	\$ 0 ⁽¹⁾ 34,750	I
Common Stock	12/19/2011		J ⁽¹⁾		34,750	A	\$ 0 ⁽¹⁾ 34,750	I

By Foutch Family Trust A ⁽⁵⁾
By Foutch Family Trust B

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Common Stock	12/19/2011		J ⁽¹⁾	34,750	A	\$ 0 ⁽¹⁾	34,750	I	<u>(5)</u> By Foutch Family Trust C <u>(5)</u>
Common Stock	12/19/2011		J ⁽¹⁾	34,750	A	\$ 0 ⁽¹⁾	34,750	I	<u>(5)</u> By Foutch Family Trust D <u>(5)</u>
Common Stock	12/19/2011		P	2,000	A	\$ 18.61 ⁽²⁾	1,287,281	D	
Common Stock	12/20/2011		G V	2,000	D	⁽³⁾	1,285,281	D	
Common Stock	12/20/2011		G V	500	A	⁽⁴⁾	500	I	<u>(5)</u> By daughter <u>(5)</u>

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

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.

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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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Foutch Randy A
15 W. SIXTH STREET, SUITE 1800 X Chairman and CEO
TULSA, OK 74119

Signatures

/s/ Kenneth E. Dornblaser, as attorney-in-fact for Randy A. 12/21/2011
Foutch

**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).

These shares were received in connection with a corporate reorganization completed prior to the closing of the Issuer's initial public offering described in the prospectus dated December 14, 2011, in which Laredo Petroleum, LLC ("Laredo LLC") merged with the Issuer, with the Issuer being the surviving entity. In accordance with the limited liability company agreement of Laredo LLC, the reporting person received common stock of the Issuer in exchange for his vested and unvested units in Laredo LLC. The number of shares that the reporting person received was based on the value that the reporting person would have received under the distribution provisions of the Laredo LLC agreement upon a liquidation of Laredo LLC at a liquidation value determined by reference to the initial offering price. To the extent any such units were subject to vesting requirements, the common stock issued in exchange therefor is also subject to such requirements.

- (2) The price to the public at the time of purchase.
(3) No consideration received.
(4) No consideration given.

By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Mr. Foutch may be deemed to be a beneficial owner of the 139,000 shares of common stock of the Issuer held by the Foutch Family Trusts and the 500 shares of common stock of the Issuer gifted to his daughter. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, Mr. Foutch herein states that this Form 4 shall not be deemed an admission that he is the beneficial owner of such shares of common stock. Mr. Foutch disclaims beneficial ownership of the common stock of the Issuer, except to the extent that he has a pecuniary interest in such shares of common stock.

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.