

CHENIERE ENERGY INC
Form 4
March 16, 2005

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 *
GROSS JONATHAN S

2. Issuer Name and Ticker or Trading Symbol
CHENIERE ENERGY INC [LNG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
717 TEXAS AVENUE, SUITE 3100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2005

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/14/2005 | | M | | \$ 1.25 | 161,587 | D |
| Common Stock | 03/15/2005 | | S | | \$ 72.95 | 159,787 | D |
| Common Stock | 03/15/2005 | | S | | \$ 72.94 | 159,587 | D |
| Common Stock | 03/15/2005 | | S | | \$ 72.61 | 159,353 | D |
| Common Stock | 03/15/2005 | | S | | \$ 72.5 | 159,053 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 03/15/2005 | S | 200 | D | \$ 72.17 | 158,853 | D |
| Common Stock | 03/15/2005 | S | 7,600 | D | \$ 72 | 151,253 | D |

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

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(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 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (right to buy) | \$ 1.25 | 03/14/2005 | | M | | 8,334 | <u>(1)</u> 12/19/2007 | Common Stock | 8,334 |
| Stock Option (right to buy) | \$ 72.5 | 03/14/2005 | | A | | 100,000 | <u>(2)</u> 03/14/2015 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GROSS JONATHAN S 717 TEXAS AVENUE SUITE 3100 HOUSTON, TX 77002 | | | Senior Vice President | |

Signatures

Jonathan S. Gross
03/16/2005

**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) 8,333 shares were exercisable on December 19, 2003, 8,334 shares were exercisable on December 19, 2004 and 8,333 shares are exercisable on December 19, 2005.

(2) 33,334 shares are exercisable on March 14, 2009 and 33,333 shares are exercisable on each of March 14, 2010 and March 14, 2011.

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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