

PRIMEENERGY CORP
 Form 4
 February 07, 2001

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 FORM 4

[] CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4
 OR FORM 5 OBLIGATIONS
 MAY CONTINUE. SEE
 INSTRUCTION 1 (b).

 OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* de Rothschild Robert			2. Issuer Name and Ticker or Trading Symbol PrimeEnergy Corporation PNRG		6. R t
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year Jan '01
1251 Ave of the Americas 51st Fl			--		5. If Amendment, Date of Original (Month/Year) N/A
New York,	New York	10020	-----		7. I (
(City)	(State)	(Zip)	-----		

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DIS

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of curities B cially Own End of Mon (Instr. 3
		Code	V Amount (A) or Price (D)	
Common Stock, \$.10 par	1/23/01	S	22,629 (D) \$7.00	493,732

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THIS FORM ARE NOT REQUIRED TO OBTAIN A CURRENTLY VALID OMB CONTROL NUMBER.

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FORM 4 (CONTINUED)

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)	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.

9. Number of Derivative

10. Ownership Form of

11. Nature of Indirect

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Securities	Derivative	Beneficial
Beneficially	Security:	Ownership
Owned at End	Direct (D)	(Instr. 4)
of Month	or Indirect (I)	
(Instr. 4)	(Instr. 4)	

Explanation of Responses:

(1) Shares sold were held by a trust of which Mr. de Rothschild is the current income beneficiary and 493,732 shares held by Amrace, Inc., a private controlled by or for the benefit of Mr. de Rothschild.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ ROBERT

**Signature
Robert

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.