

LAWRENCE BRYAN H
 Form 4
 October 05, 2009

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 *
 LAWRENCE BRYAN H

2. Issuer Name and Ticker or Trading Symbol
 HALLADOR PETROLEUM CO [HPCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 410 PARK AVENUE, 19TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 12/20/2005

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

(Street)
 NEW YORK, NY 10022-4407

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | | | | | 50,000 ⁽¹⁾ | D | |
| Common Stock, par value \$0.01 per share | 12/20/2005 | | S | 2,278,500 D | \$ 0 ^{(1) (2)} | I | See footnote ⁽³⁾ |
| | 12/20/2005 | | P | 3,829,894 A | 3,829,894 ⁽²⁾ | I | |

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| | | | | | | | | | |
|--|------------|---|-----------|---|--------|-----------|-----|---|------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 2.2 | | | | See footnote (4) |
| Common Stock, par value \$0.01 per share | 02/22/2006 | P | 2,727,272 | A | \$ 2.2 | 6,557,166 | (2) | I | See footnote (4) |
| Common Stock, par value \$0.01 per share | 10/05/2007 | P | 2,419,355 | A | \$ 3.1 | 2,419,355 | (2) | I | See footnote (5) |
| Common Stock, par value \$0.01 per share | 07/21/2008 | P | 3,280,735 | A | \$ 4 | 5,700,090 | (2) | I | See footnote (5) |
| Common Stock, par value \$0.01 per share | 09/15/2009 | P | 2,950,000 | A | \$ 6 | 2,950,000 | (2) | I | See footnote (6) |

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

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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 Beneficially Owned (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|-------|---------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWRENCE BRYAN H 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022-4407 | X | | | |

Signatures

/s/ Bryan H.
Lawrence

10/05/2009

**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) On May 29, 1996, Hallador Petroleum Company effected a 10-for-1 reverse stock split of its common stock, par value \$.01 per share, resulting in the reporting person's direct ownership of 450,000 fewer shares and indirect ownership of 20,506,500 fewer shares by Yorktown Energy Partners II, L.P.

(2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.

(3) These securities were owned directly by Yorktown Energy Partners II, L.P. The reporting person is a member and manager of Yorktown II Company LLC, the general partner of Yorktown Energy Partners II, L.P.

(4) These securities are owned directly by Yorktown Energy Partners VI, L.P. The reporting person is a member and manager of Yorktown VI Associates LLC, the general partner of Yorktown VI Company LP, the general partner of Yorktown Energy Partners VI, L.P.

(5) These securities are owned directly by Yorktown Energy Partners VII, L.P. The reporting person is a member and manager of Yorktown VII Associates LLC, the general partner of Yorktown VII Company LP, the general partner of Yorktown Energy Partners VII, L.P.

(6) These securities are owned directly by Yorktown Energy Partners VIII, L.P. The reporting person is a member and manager of Yorktown VIII Associates LLC, the general partner of Yorktown VIII Company LP, the general partner of Yorktown Energy Partners VIII, L.P.

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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