

HALLADOR ENERGY CO

Form 4

March 19, 2015

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 ENERGY CO
[HNRG]

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)
03/17/2015

☒ 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(A) Code (Instr. 8) | 4. Securities Acquired 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) |
|--|---|---|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 03/17/2015 | | J ⁽¹⁾ | | 6,156 | A | \$ 0 296,451 |
| Common Stock, par value \$0.01 per share | 03/17/2015 | | J ⁽¹⁾ | | 445,733 ⁽²⁾ | D | \$ 0 604,904 ⁽²⁾ |
| | | | | | | | 5,700,090 ⁽²⁾ |

See
 Footnotes
⁽³⁾

| | | |
|--|----------------------------|-------------------------|
| Common Stock, par value \$0.01 per share | | See Footnotes (4) |
| Common Stock, par value \$0.01 per share | 2,950,000 ⁽²⁾ I | See Footnotes (5) |

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.

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 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 Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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
03/19/2015
Date

Signature of
Reporting Person

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) Pro rata distributions from Yorktown Energy Partners VI, L.P., Yorktown VI Company LP and Yorktown VI Associates LLC.
The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this
- (2) 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 are owned directly by Yorktown Energy Partners VI, L.P. The reporting person is a member and a manager of Yorktown VI Associates LLC, the general partner of Yorktown VI Company LP, the general partner of Yorktown Energy Partners VI, L.P.
These securities are owned directly by Yorktown Energy Partners VII, L.P. The reporting person is a member and a manager of
- (4) Yorktown VII Associates LLC, the general partner of Yorktown VII Company LP, the general partner of Yorktown Energy Partners VII, L.P.
These securities are owned directly by Yorktown Energy Partners VIII, L.P. The reporting person is a member and a manager of
- (5) 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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