

PRIMEENERGY CORP
Form 4
June 07, 2010

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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
PRIMEENERGY CORP [PNRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2010

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

NEW YORK, NY 10282-2198
(City) (State) (Zip)

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

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)
				Code V Amount (D) Price			
Common Stock, \$0.10 par value	06/03/2010		S	623,521 D	\$ 12 0 ⁽⁴⁾	I	See footnote (1) (2)

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)

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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	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Obligations to pay sale proceeds	\$ 0	06/03/2010		J		592,345	(3) (3)	Common Stock, \$0.10 par value	592,345

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282-2198		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS CAPITAL PARTNERS V FUND, L.P. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS CAPITAL PARTNERS V GMBH & CO. KG MESSETURM 60308 FRANKFURT AM MAIN, 2M 2M 00000		X		
GSCP V ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GSCP V OFFSHORE ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282-2198		X		
GS ADVISORS V, L.L.C. 200 WEST STREET		X		

NEW YORK, NY 10282-2198

GOLDMAN, SACHS MANAGEMENT GP GMBH
MESSETURM 60308
FRANKFURT AM MAIN, 2M 2M 00000

X

Signatures

See Exhibit 99.2 06/07/2010

__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) For text of Footnote 1, see Exhibit 99.1.
 - (2) For text of Footnote 2, see Exhibit 99.1.
 - (3) For text of Footnote 3, see Exhibit 99.1.
 - (4) Reflects changes due to exempt transactions.

Remarks:

Due to the electronic system's limitation of 10 Reporting Persons per joint filing this statement is being filed in two separate filings.

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.