

Martin Lawrence D  
 Form 4  
 November 27, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Martin Lawrence D

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)  
 19854 N. STATE HIGHWAY !  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/01/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 CFO, SUNRISE COAL, LLC

MARSHALL, IL 62441

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)
			Code	V	Amount or Price		
COMMON STOCK, PAR VALUE \$.01	11/24/2012		M		12,500 (1) \$ 8.3	A	42,500 D
COMMON STOCK, PAR VALUE \$.01	11/24/2012		F		3,825 (1) \$ 8.3	D	38,675 D

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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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
Restricted Stock Unit	(2)	04/01/2012		A	10,000	04/01/2015	04/01/2015	Common Stock, par value \$.01
Restricted Stock Unit (1)	(1)	11/24/2012		M	12,500 (1)	11/24/2012	11/24/2012	Common Stock, par value \$.01

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Lawrence D 19854 N. STATE HIGHWAY ! MARSHALL, IL 62441			CFO, SUNRISE COAL, LLC	

## Signatures

Victor P. Stabio, AIF for Lawrence Martin  
 11/27/2012  
 \*\*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) These shares were issued due to the vesting of Restricted Stock Unites on November 24, 2012. Of the 12,500 shares that vested, 3,825 shares were withheld to pay federal and state taxes. The recipient received 8,675 shares after taxes. Since the shares vested on a weekend, the closing stock price of the preceeding day, November 23, 2012, was used per the terms of the 2008 Restricted Stock Unit Plan. The closing stock price on November 23, 2012 was \$8.30 per share.

(2) Each Restricted Stock Unit represents a contingent right to receive one share of Hallador Energy Company common stock. The restricted stock units vest three years from the date of the award, April 1, 2015. If employment terminates prior to vesting, the restricted stock unites shall be immediately cancelled and the reporting person shall cease to have any right or entitlement to receive any shares under those cancelled units.

## Edgar Filing: Martin Lawrence D - Form 4

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.