

PRIMEENERGY CORP

Form 4

February 04, 2002

SEC 1472 (3-99) 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 control number.

FORM 4

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

OMB APPROVAL

OMB Number:  
3235-0287

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STATEMENT OF CHANGES  
IN BENEFICIAL OWNERSHIP

Expires: Pending

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Estimated average burden hours per response.  
... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person	2. Issuer Name and Ticker or Trading Symbol	4. Statement for Month/Year	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
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Campbell, Samuel R.	PrimeEnergy Corporation PNRG	January 2002	
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----- /X/ Director

(Last), (First) (Middle) // Officer

// 10% Owner

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3. I.R.S. Identification Number of Reporting Person, if an  
 5. If Amendment, Date of Original (Month/Year)

P.O. Box 904 an entity (voluntary) N/A // Other (specify below)

-----  
 (Street)

Southampton, NY  
 11969

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 (City) ,(State) (Zip)

7. Individual or Joint/Group Filing  
 (Check Applicable)  
 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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (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, \$.10 par value	1/2/02	S		10,017	(D)	\$8.00	64,000	(D)	


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. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Explanation of Responses:

/s/ Samuel R. Campbell

2/4/02

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\*\* Signature of Reporting Person

Date

Samuel R. Campbell

Reminder:

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

\* 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).

Note:

File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure