#### PRIMEENERGY CORP

Form 4

February 02, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MCJUNKIN CORP

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PRIMEENERGY CORP [PNRG]

(Check all applicable)

(Last)

1.Title of

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

Director Officer (give title 10% Owner Other (specify

835 HILLCREST DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

(Instr. 4)

Filed(Month/Day/Year)

(Month/Day/Year)

01/31/2007

\_X\_ 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

Owned

Following

below)

CHARLESTON, WV 25311

(City) (State) (Zip)

(Street)

2. Transaction Date 2A. Deemed 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(A) or

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

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

(Month/Day/Year)

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)

(Instr. 4)

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)

Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 **TransactionDerivative** Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

1

### Edgar Filing: PRIMEENERGY CORP - Form 4

|  | Derivative<br>Security |            | Disposed of (D) (Instr. 3, 4, and 5) |   |     |         |                     |                    |   |                                  |
|--|------------------------|------------|--------------------------------------|---|-----|---------|---------------------|--------------------|---|----------------------------------|
|  |                        |            | Code                                 | V | (A) | (D)     | Date<br>Exercisable | Expiration<br>Date | Title                                   | Amount or<br>Number of<br>Shares |
| Obligations<br>to pay sale<br>proceeds | \$ 0                   | 01/31/2007 | J                                    |   |     | 592,345 | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock,<br>\$0.10 par<br>value | 592,345                          |

### **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| •                              | Director      | 10% Owner | Officer | Other |  |  |  |
| MCJUNKIN CORP                  |               |           |         |       |  |  |  |
| 835 HILLCREST DRIVE            |               | X         |         |       |  |  |  |
| CHARLESTON, WV 25311           |               |           |         |       |  |  |  |

### **Signatures**

McJunkin Corporation By: /s/ James F. Underhill, Chief Financial
Officer
02/02/2007

\*\*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).
  - The reporting person owns 623,521 shares of Common Stock, par value \$0.10 per share of Prime Energy Corporation (the "Shares"). Pursuant to the Merger Agreement, dated as of December 4, 2006 among the reporting person, McJ Holding Corporation and Hg Acquisition Corp., as amended (the "Merger Agreement"), upon a sale of Shares by the reporting person from and after January 31, 2007,
- (1) the reporting person has an obligation to remit to those persons who were the record holders of shares of the reporting person immediately prior to the effective time of the Merger (as defined in the Merger Agreement) an amount equal to 95% of the after tax proceeds from such sale. The reporting person disclaims beneficial ownership of the securities reported herein, except to the extent of its pecuniary interest therein, if any.

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.

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