

HALLADOR PETROLEUM CO
 Form 4
 October 08, 2008

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 *
 STABIO VICTOR P

2. Issuer Name and Ticker or Trading Symbol
 HALLADOR PETROLEUM CO [HPET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 379 COOK STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/06/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

DENVER, CO 80206
 (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	(A) or (D)	Price
common stock, par value \$.01	10/06/2008		M		450,000 <u>(1)</u> <u>(2)</u>	A	\$ 2.85 <u>(2)</u>
common stock, par value \$.01	10/06/2008		F		150,000	D	\$ 2.85

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares
restricted stock unit	\$ 0	10/06/2008		M	450,000	(1)(2) (1)(2)	common stock, par value \$.01	450,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STABIO VICTOR P 379 COOK STREET DENVER, CO 80206	X		President and CEO	

Signatures

Victor P. Stabio 10/08/2008
 **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) Vesting for these Restricted Stock Units were accelerated on October 6, 2008 and fully vested on such date. Accordingly, pursuant to the agreement, shares of restricted stock were issued upon vesting.
- (2) Of the 450,000 shares that were vested and issued on October 6, 2008, Mr. Stabio elected to have 150,000 shares withheld to pay for federal and state taxes. Mr. Stabio received 300,000 shares after taxes. Stock price on the day of vesting and issuance was \$2.85 per share.

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. Opt;">Source of Funds (See Instructions)

BK, AF

5.

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0

6.

Citizenship or Place of Organization

Maryland

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7.

Sole Voting Power

8.

Shared Voting Power

91,202,530(6)

9.

Sole Dispositive Power

10.

Shared Dispositive Power

91,202,530(6)

11.

Aggregate Amount Beneficially Owned by Each Reporting Person

91,202,530(6)

Explanation of Responses:

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13.

Percent of Class Represented by Amount in Row (11)
88.0%(6)

14.

Type of Reporting Person (See Instructions)
HC

(6) Represents the shares of Common Stock acquired by Purchaser pursuant to the Offer and does not include any shares of Common Stock which Purchaser may acquire from the Company pursuant to the Top-Up Option, which Purchaser currently intends to exercise, as reported in Item 4 of this Schedule 13D.

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This Amendment No. 1 to Schedule 13D (this Amendment) amends the Schedule 13D, dated April 5, 2007 (the Original Schedule 13D), and jointly filed by each of (i) CPT Manager Limited (CPT Manager), in its capacity as the responsible entity of Centro Property Trust (CPT), (ii) Centro MCS Manager Limited (MCS Manager), in its capacity as the responsible entity of Centro Retail Trust (CRT), (iii) CPT Custodian Pty Limited (CPT Custodian), in its capacity as the responsible entity of Centro Super Holding Trust No. 1, a direct wholly owned subsidiary of CPT (Trust No. 1), and in its capacity as the responsible entity of Centro Super Holding Trust No. 3, a direct wholly owned subsidiary of CRT (Trust No. 3), (iv) Super LLC, a Maryland limited liability company (Super), which is directly owned 50% by Trust No. 1 and 50% by Trust No. 3, (v) Super IntermediateCo LLC, a Maryland limited liability company (Parent), which is directly 100% owned by Super, and (vi) Super MergerSub Inc., a Maryland corporation (Purchaser), which is directly 100% owned by Parent, with the Securities and Exchange Commission (the SEC) on April 16, 2007 (the Original Schedule 13D, as amended by this Amendment, the Schedule 13D) with respect to the shares of common stock, \$.01 par value per share, of New Plan Excel Realty Trust, Inc. (the Company; such shares, the Common Stock). CPT Manager, MCS Manager, CPT Custodian, Super, Parent and Purchaser are collectively referred to herein as the Reporting Persons. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings given to them in the Schedule 13D.

Item 4. Purpose of Transaction

The response to Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following paragraphs at the end thereof:

On April 19, 2007, Centro issued a press release announcing that the subsequent offering period of the Offer expired at 12:00 midnight, New York City time on April 18, 2007, and that Purchaser had accepted for payment all of the additional shares of Common Stock that had been validly tendered pursuant to the subsequent offering period. Approximately 22,096,621 additional shares of Common Stock were tendered during the subsequent offering period which began on April 5, 2007. Following the purchase of these shares, as of the date hereof, Purchaser beneficially owns a total of approximately 91,202,530 shares of Common Stock, representing approximately 88.0% of the outstanding shares of Common Stock and approximately 86.8% of the vote of the Company's outstanding Common Stock and Series D Preferred Shares (after reflecting and taking into account any adjustment to the number of votes such holders have relative to holders of shares of Common Stock in accordance with the terms of the Series D Preferred Shares), voting together as a class.

Purchaser also announced that it currently intends to exercise the Top-Up Option under the Merger Agreement. Pursuant to the exercise of the Top-Up Option, Purchaser would purchase from the Company, at the Offer Price, the number of authorized and unissued shares of Common Stock equal to the number of shares of Common Stock that, when added to the number of shares of Common Stock already owned by Purchaser and its affiliates, constitutes one share more than shares representing a 90% Vote (taking into account shares of Common Stock issued under the Top-Up Option). Exercise of the Top-Up Option would permit Purchaser to effect a short-form merger of Purchaser into the Company under Maryland law without the vote of or any other action by the other Company stockholders.

Purchaser also announced that if the Top-Up Option is exercised, it is anticipated that the short-form merger will become effective on or about April 20, 2007.

A copy of the press release is attached as Exhibit 5 to the Schedule 13D and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

The responses to Item 5(a) and (b) of the Schedule 13D are hereby amended and supplemented by adding the following paragraphs at the end thereof:

(a) and (b). On April 19, 2007, Centro issued a press release announcing that the subsequent offering period of the Offer expired at 12:00 midnight, New York City time on April 18, 2007, and that Purchaser had accepted for payment all of the additional shares of Common Stock that had been validly tendered pursuant to the subsequent offering period. Approximately 22,096,621 additional shares of Common Stock were tendered during the subsequent offering period which began on April 5, 2007.

Following the purchase of these shares, as of the date hereof, Purchaser beneficially owns a total of approximately 91,202,530 shares of Common Stock, representing approximately 88.0% of the outstanding shares of Common Stock.

As of the date hereof, during the subsequent offering period, Purchaser has accepted for payment and purchased at the Offer Price the numbers of shares of Common Stock set forth below on the dates set forth below.

Date of Purchase	Number of Shares
April 9, 2007	4,365,873
April 10, 2007	1,417,317
April 11, 2007	9,137,407
April 12, 2007	208,660
April 13, 2007	88,328
April 16, 2007	854,505
April 17, 2007	749,946
April 18, 2007	1,829,008
April 19,2007	3,445,577
Total	22,096,621

As of the date hereof, Purchaser beneficially owns an aggregate of approximately 91,202,530 shares of Common Stock representing approximately 88.0% of the outstanding shares of Common Stock. Accordingly, as of the date hereof, (i) each of CPT Custodian, Super and Parent beneficially owns an aggregate of 91,202,530 shares of Common Stock representing approximately 88.0% of the outstanding shares of Common Stock, (ii) CPT Manager beneficially owns an aggregate of approximately 45,601,265 shares of Common Stock representing approximately 44.0% of the outstanding shares of Common Stock, and (iii) MCS Manager beneficially owns an aggregate of approximately 45,601,265 shares of Common Stock representing approximately 44.0% of the outstanding shares of Common Stock. Each of the Reporting Persons has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the shares of Common Stock that it beneficially owns.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The response to Item 6 of the Schedule 13D is hereby amended by deleting in its entirety the first sentence thereof, and replacing it with the following:

In connection with the Merger Agreement, Centro and CPT Manager, in its capacity as the responsible entity of CPT, entered into a co-obligor agreement dated as of February 27, 2007 (the Co-obligor Agreement), pursuant to which Centro and CPT Manager agreed to be jointly and severally responsible, as a primary obligor and not as a surety, for the prompt and complete payment and performance of the obligations of Parent, Purchaser and DownREIT MergerSub (together, the Buyer Parties) under the Merger Agreement.

Item 7. Materials to be Filed as Exhibits

The response to Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

Exhibit Number	Description
5	Press Release issued by Centro on April 19, 2007.
6	Joint Filing Agreement, dated April 13, 2007, among CPT Manager Limited, Centro MCS Manager Limited, CPT Custodian Pty Limited, Super LLC, Super IntermediateCo LLC and Super MergerSub Inc. (incorporated by reference to Exhibit 1 to the Schedule 13D).

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D is true, complete and correct.

CPT Manager Limited

By: */s/ Andrew Scott*
Name: Andrew Scott
Title: Director

Centro MCS Manager Limited

By: */s/ Andrew Scott*
Name: Andrew Scott
Title: Director

Dated: April 19, 2007

CPT Custodian Pty Limited

By: /s/ Andrew Scott
Name: Andrew Scott
Title: Director

Super LLC

By: /s/ Andrew Scott
Name: Andrew Scott
Title: Chief Executive Officer

Super IntermediateCo LLC

By: /s/ Andrew Scott
Name: Andrew Scott
Title: Chief Executive Officer

Super MergerSub Inc.

By: /s/ Andrew Scott
Name: Andrew Scott
Title: Chief Executive Officer

Dated: April 19, 2007

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EXHIBIT INDEX

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