

PRB Energy, Inc.
 Form 3
 February 12, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Purfield Michael | | (Month/Day/Year) | PRB Energy, Inc. [PRB] | |
| (Last) | (First) | (Middle) | 02/04/2008 | |
| C/O PRB ENERGY, INC., Â 1875 LAWRENCE STREET, SUITE 450 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DENVER, Â CO Â 80202 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Operating Officer | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,000 | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|-----------------|--------|----------------------------|----------|---------------------------------------|---|
| Stock Option (Right to Buy) | 03/21/2006 ⁽¹⁾ | 03/21/2016 | 20,000 | 20,000 | \$ 5.7 | D | Â |
| Stock Option (Right to Buy) | 01/08/2007 ⁽²⁾ | 01/08/2017 | 10,000 | 10,000 | \$ 4.5 | D | Â |
| Stock Option (Right to Buy) | 07/02/2007 ⁽³⁾ | 07/02/2017 | 15,000 | 15,000 | \$ 2.43 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Purfield Michael C/O PRB ENERGY, INC. 1875 LAWRENCE STREET, SUITE 450 DENVER, CO 80202 | Â | Â | Â Chief Operating Officer | Â |

Signatures

/s/ Michael
Purfield

02/12/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Twenty five (25%) percent of such options became exercisable on March 21, 2007 and the remaining options will vest in increments of twenty five (25%) percent on each of March 21, 2008, March 21, 2009 and March 21, 2010.
 - (2) Twenty five (25%) percent of such options became exercisable on January 8, 2008 and the remaining options will vest in increments of twenty five (25%) percent on each of January 8, 2009, January 8, 2010 and January 8, 2011.
 - (3) The options will vest in increments of twenty five (25%) percent on each of July 2, 2008, July 2, 2009, July 2, 2010 and July 2, 2011.

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.