PRIMEENERGY CORP

Form 4

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February 04, 2002

SEC Potential persons who are to respond to the collection of 1472 information contained in this form are not required to (3-99)respond unless the form displays a currently valid OMB control number.

FORM 4

Check this box if no longer subject

Form 4 or Form 5

obligations may

Instruction 1(b).

continue. See

to Section 16.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: Pending

Estimated average burden hours per response.

...0.5

// 10% Owner

(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)
Campbell, Samuel R.	PrimeEnergy Corporation PNRG	January 2002	
			/X/ Director
(Last), (First) (Middle)			// Officer

3. I.R.S. 5. If Identification Amendment, Number of Date of Original Reporting (Month/Year) Person, if an P.O. Box 904 an entity N/A // Other (specify below) (voluntary) (Street) Southampton, NY 11969 7. Individual or Joint/Group Filing (Check Applicable) (City),(State) (Zip) /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								
1.	2.	3.		4.			5.	6.	7.
Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	Transaction Securities Acquired (Code (A) (Instr. 8) or Disposed of (D) (Instr. 3, 4 and 5)				(D)	Amount of Securities Beneficially Owned at End of Month	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership
		Codo	V	Amount	(A) or (D)	Dwine	(Instr. 3 and 4)		(Instr. 4)
Common Stock, \$.10 par value	1/2/02	Code S		Amount 10,017	(D) (D)	Price \$8.00	64,000	(D)	

			Γable II				curities Acqui lls, warrants, o				lly Owned
1.	2.	3.	4.		5.		6.		7.		8. Price of Derivative Security (Instr. 5)
Title of Derivative Security (Instr.3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Transactio Code (Instr. 8)		of		Date Exercisable and Expiration Date (Month/Day/Year)		Title and Amount of Underlying Securities (Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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				L	_						
				H							

Explanation of Responses:

	/s/ Samuel R. Campbell	2/4/02
-		
	** Signature of Reporting Person	Date
	Samuel R. Campbell	
Reminder:	Report on a separate line for each class of indirectly.	securities beneficially owned directly or
	* If the form is filed by more than one report	rting 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 insufficient, see Instruction 6 for procedure	• • •