

STABIO VICTOR P
Form 4
August 25, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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
[HPCO]

5. Relationship of Reporting Person(s) to Issuer

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

(Last) (First) (Middle)
1660 LINCOLN STREET, SUITE 2700

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2005

DENVER, CO 80264

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| common stock, par value \$.01 | 08/10/2005 | | G | D | \$ 36,720 (1) | 31,817 | D |
| common stock, par value \$.01 | 08/10/2005 | | G | A | \$ 9,180 | 9,180 | I Owned by granddaughter |
| common stock, par value \$.01 | 08/10/2005 | | G | A | \$ 9,180 | 9,180 | I owned by grand daughter |
| common stock | 08/10/2005 | | G | A | \$ 9,180 | 14,880 | I owned by |

| | | | | | | | | | |
|-------------------------------|------------|--|---|-------|-----|--------|--------|---|--------------|
| stock, par value \$.01 | | | | | 2.4 | | | | daughter |
| common stock, par value \$.01 | 08/01/2005 | | G | 9,180 | A | \$ 2.4 | 14,880 | I | owned by son |

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

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)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| incentive stock option | \$ 2.25 | 04/15/2005 | | A | 400,000 | (2) 04/15/2015 | common stock, par value \$.01 400,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STABIO VICTOR P 1660 LINCOLN STREET SUITE 2700 DENVER, CO 80264 | X | | CEO and President | |

Signatures

Victor P. Stabio 08/24/2005
 **Signature of Date
 Reporting Person

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) Gifted a total of 36,720 shares from the family trust to both of his grandchildren, his son and his daughter, in equal shares.

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- (2) The options become exercisable in three equal annual installments beginning April 15, 2006.
- (3) Exercise price of the option is \$2.25 per share. No options to date have been exercised.

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

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