

CHENIERE ENERGY INC  
 Form 4  
 May 30, 2007

**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 \*  
 SOUKI CHARIF

2. Issuer Name and Ticker or Trading Symbol  
 CHENIERE ENERGY INC [LNG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 700 MILAM ST., SUITE 800

3. Date of Earliest Transaction (Month/Day/Year)  
 05/25/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

(Street)  
 HOUSTON, TX 77002

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock	<u>(1)</u>	05/25/2007	A	100,000			<u>(1)</u>		12/31/2007		Common Stock	100,000
Phantom Stock	<u>(2)</u>	05/25/2007	A	300,000			<u>(2)</u>		12/31/2010		Common Stock	300,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOUKI CHARIF 700 MILAM ST. SUITE 800 HOUSTON, TX 77002	X		Chairman & CEO	

## Signatures

/s/ Charif Souki                      05/30/2007

\_\_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) Each share of phantom stock is the economic equivalent of one share of Cheniere Energy, Inc. Common Stock, and is payable in cash or in Cheniere Common Stock if the average closing stock price of \$33.57 is achieved as reported on the American Stock Exchange for the last 20 trading days of the earliest of 2007, 2008, 2009 or 2010.

(2) Each share of phantom Stock is the economic equivalent of one share of Cheniere Energy, Inc. Common Stock, and one-third of the phantom stock is payable in cash or in Cheniere Common Stock if the following average closing stock prices are achieved as reported on the American Stock Exchange for the last 20 trading days of the designated performance period ending Dec. 31, 2008, 2009 or 2010, or any future performance period. The stock prices to be achieved for performance periods are: 2008 - \$42.00; 2009 - \$50.00; 2010 - \$60.00.

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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