

PetroHunter Energy Corp
 Form 4
 July 26, 2013

FORM 4

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

OMB APPROVAL

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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 *
ORING MARTIN B

(Last) (First) (Middle)
 910 16TH STREET, #208
 (Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PetroHunter Energy Corp [PHUN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/14/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					5,000,000	D	
Common Stock					213,444	I	By Wealth Preservation Defined Benefit Plan

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

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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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Options (Right to Buy)	\$ 0.15	09/14/2012		A	3,000,000		09/14/2012	09/14/2017	Common Stock	3,000,000
Options (Right to Buy)	\$ 0.15	09/14/2012		A	1,500,000		09/14/2012	09/14/2017	Common Stock	1,500,000
Options (Right to Buy)	\$ 0.1	07/24/2013		A	3,000,000		07/24/2013	07/24/2018	Common Stock	3,000,000
Options (Right to Buy)	\$ 0.15	09/14/2012		A	3,000,000		09/14/2013	09/14/2018	Common Stock	3,000,000
Options (Right to Buy)	\$ 0.15	09/14/2012		A	1,500,000		09/14/2013	09/14/2018	Common Stock	1,500,000
Options (Right to Buy)	\$ 0.1	07/24/2013		A	1,500,000		07/24/2013	07/24/2018	Common Stock	1,500,000
Options (Right to Buy)	\$ 0.1	07/24/2013		A	3,000,000		07/24/2014	07/24/2019	Common Stock	3,000,000
Options (Right to Buy)	\$ 0.1	07/24/2013		A	1,500,000		07/24/2014	07/24/2019	Common Stock	1,500,000
\$250,000 - 8.5% Convertible Debentures	(U)						11/07/2007	12/31/2014	Common Stock	1,500,000
Warrants (Right to Buy)	(U)						11/07/2007	12/31/2014	Common Stock	1,500,000
Options (Right to Buy)	\$ 0.22						08/25/2008	08/25/2013	Common Stock	2,000,000

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Warrants (Right to Buy)	<u>(1)</u>		05/08/2008	12/31/2014	Common Stock	0
Warrants (Right to Buy)	<u>(1)</u>		08/12/2008	12/31/2014	Common Stock	3
Warrants (Right to Buy)	<u>(1)</u>		12/31/2008	12/31/2014	Common Stock	3
Warrants (Right to Buy)	<u>(1)</u>		05/14/2009	12/31/2014	Common Stock	0
Options (Right to Buy)	\$ 0.15		<u>(2)</u>	06/15/2015	Common Stock	4,
Options (Right to Buy)	\$ 0.15		<u>(2)</u>	06/15/2015	Common Stock	2,
Options (Right to Buy)	\$ 0.15		07/12/2012	07/12/2017	Common Stock	3,
Options (Right to Buy)	\$ 0.15		07/12/2011	07/12/2016	Common Stock	3,
Options (Right to Buy)	\$ 0.15		07/12/2011	07/12/2016	Common Stock	1,
Options (Right to Buy)	\$ 0.15		07/12/2012	07/12/2017	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORING MARTIN B 910 16TH STREET, #208 DENVER, CO 80202	X		Chairman, President & CEO	

Signatures

/s/ Martin A.
Oring

07/26/2013

__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).

In exchange for Mr. Oring's extension of the maturity date of the debentures to 12/31/14, waiver of default and other agreements, the

- (1) Issuer lowered the exercise price of the warrants to \$0.175 through 12/31/11 and to \$0.12 through 12/31/14 and also lowered the conversion price of the debentures to \$0.125 through 12/31/11 and to \$0.10 through 12/31/14.
- (2) Mr. Oring was granted 6,000,000 options on June 15, 2010. 50% were exercisable upon date of grant and 50% become exercisable on June 15, 2011.
- (3) Options issued as compensation.

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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