PRIMEENERGY CORP
Form 10-K/A
March 14, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 2

(Mark One)

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2009

Or

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Transition Period From to

Commission File Number 0-7406

PrimeEnergy Corporation

(Exact name of registrant as specified in its charter)

Delaware	**84-0637348**
(state or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Landmark Square, Stamford, CT	**06901**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: **(203) 358-5700**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value $.10 per share

(Title of Class)

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. **Yes** ¨ **No** x

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. **Yes** ¨ **No** x

Indicate whether Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes** x **No** ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ¨ No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a small reporting company.

Large Accelerated Filer ¨ Accelerated Filer ¨ Non-Accelerated Filer ¨ Smaller Reporting Company x

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes** ¨ **No** x

The aggregate market value of the voting stock of the Registrant held by non-affiliates, computed by reference to the average bid and asked price of such common equity as of the last business day of the Registrant s most recently completed second fiscal quarter, was $23,336,482.

The number of shares outstanding of each class of the Registrant s Common Stock as of March 31, 2010, was 3,026,397 shares, Common Stock, $0.10 par value.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant s proxy statement to be furnished to stockholders in connection with its Annual Meeting of Stockholders to be held in May 2010, are incorporated by reference in Part III hereof.

EXPLANATORY NOTE

This Amendment No. 2 to PrimeEnergy Corporation Form 10-K for the year ended December 31, 2009, originally filed with the Securities and Exchange Commission on April 15, 2010, is for the purpose of refiling the Summary Reserve Report as of December 31, 2009, of Ryder Scott Company, L.P. dated April 14, 2010, as Exhibit 99.1, and their consent to such filing, as Exhibit 23.1, and to file the Certifications required pursuant to Rule 13a-14(a)/15d-14(a) and Section 1350, as Exhibits 31.1, 31.2, 32.1 and 32.2. Such Exhibits are filed with this Amendment No. 2. No item of or disclosures contained in the PrimeEnergy Corporation 2009 Form 10-K are affected by this filing, other than such Exhibits. This report on Form 10-K/A is presented as of the filing date of the 2009 Form 10-K and does not reflect events occurring after that date, or modify or update disclosures in any way.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 14th day of March, 2011.

PrimeEnergy Corporation

By: /s/ Charles E. Drimal, Jr.
Charles E. Drimal, Jr.
President

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated and on the 14th day of March, 2011.

/s/ Charles E. Drimal, Jr. Charles E. Drimal, Jr.	Chairman of the Board, Director and President; The Principal Executive Officer
/s/ Beverly A. Cummings Beverly A. Cummings	Director, Vice President and Treasurer; The Principal Financial Officer
/s/ Lynne Pizor Lynne Pizor	Controller; The Principal Accounting Officer

/s/ Matthias Eckenstein Matthias Eckenstein	Director	/s/ Clint Hurt Clint Hurt	Director
/s/ H. Gifford Fong H. Gifford Fong	Director	/s/ Jan K. Smeets Jan K. Smeets	Director
/s/ Thomas S.T. Gimbel Thomas S.T. Gimbel	Director		

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

The following documents are filed as part of this Report:

3. Exhibits:

Exhibit No.	
23.1	Consent of Ryder Scott & Company, L.P. (filed herewith)
31.1	Certification of Chief Executive Officer pursuant to Rule 13(a)-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended (filed herewith).
31.2	Certification of Chief Financial Officer pursuant to Rule 13(a)-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended (filed herewith).
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
99.1	Summary Reserve Report dated April 14, 2010, of Ryder Scott Company, L.P. (filed herewith)