

CAMPBELL SAMUEL R

Form 4

December 11, 2002

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FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

//

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Expires: January 31, 2005

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Estimated average burden hours per response. . . . 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person

2. Issuer Name and Ticker or Trading Symbol

4. Statement for (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Sam R. Campbell

PrimeEnergy Corporation PNRG

December 10, 2002

/X/ Director

// Officer

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(First, Middle,
Last)

3. I.R.S.
Identification
Number of
Reporting
Person, if an

5. If Amendment,
Date of Original
(Month/Year)

// 10% Owner

P.O. Box 904
entity
(voluntary)

N/A

// Other (specify below)

(Street)

Southampton,
NY 11969

7. Individual or Joint/Group Filing

(Check Applicable)

Form filed by One Reporting
Person

(City) (State)
(Zip)

// 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 at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	12/10/02	N/A	G (1)		125	(D)	\$8 /	51,375	(D)	

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Stock, \$.10 par value							sh			
Common Stock, \$.10 par value	12/10/02		G (2)		1,000	(D)	\$8 / sh	50,375	(D)	

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)	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)		8. Price of Derivative Security (Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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Explanation of Responses:

- 1. Gift to hospital foundation
- 2. Gift to adult daughter

/s/ Samuel R. Campbell

12/11/02

** Signature of Reporting Person

Date

Samuel R. Campbell

Reminder:

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

- * 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).

Note:

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