

CANADA PENSION PLAN INVESTMENT BOARD
 Form 4
 May 28, 2013

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 *
 CANADA PENSION PLAN
 INVESTMENT BOARD

2. Issuer Name and Ticker or Trading Symbol
 HALCON RESOURCES CORP
 [HK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE QUEEN STREET EAST,
 SUITE 2500
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/23/2013

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

TORONTO, A6 M5C 2W5

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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)
			Code	V Amount (D) Price			
Common Stock	05/23/2013		A	29,000 A \$ 0	36,800 ⁽¹⁾	D	
Common Stock					41,899,441	I	See Footnote ⁽²⁾

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

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 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANADA PENSION PLAN INVESTMENT BOARD ONE QUEEN STREET EAST, SUITE 2500 TORONTO, A6 M5C 2W5		X		

Signatures

/s/ Benjamin Barron, Canada Pension Plan Investment Board, by Benjamin Barron, as Attorney-in-Fact

05/28/2013

__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).

(1) Canada Pension Plan Investment Board ("CPPIB") is the employer of Kevin Godwin, a non-employee director of the Issuer. The Issuer and Mr. Godwin have agreed that any options or other rights to acquire securities that would otherwise be paid or given to Mr. Godwin by the Issuer as a result of his service as a director of the Issuer shall instead be issued to CPPIB as Mr. Godwin's employer. Accordingly, the Issuer issued these restricted shares directly to CPPIB on May 23, 2013. Mr. Godwin has no beneficial ownership of or pecuniary interest in these restricted shares.

(2) On December 17, 2012, CPPIB filed a joint Form 3 regarding these shares with CPP Investment Board PMI-2 Inc. ("CPPIB PMI-2"). CPPIB PMI-2 directly owns these shares of common stock of the Issuer. CPPIB PMI-2 is a wholly owned subsidiary of CPPIB, thus CPPIB is an indirect beneficial owner of the securities.

Remarks:

Exhibit 24 - Power of Attorney (Canada Pension Plan Investment Board) (attached as Exhibit 24.1 to CPPIB's Form 3 (File No. 0001177231-13))

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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