

CAMPBELL SAMUEL R  
 Form 4  
 July 03, 2002

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FORM 4

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

OMB APPROVAL

OMB Number:  
 3235-0287

//

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

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

Expires: January 31, 2005

Estimated average burden hours per response. . . . 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person	2. Issuer Name <b>and</b> Ticker or Trading Symbol	4. Statement for Month/Year	6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
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Campbell, Samuel R.	PrimeEnergy Corporation PNRG	June 2002	
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 (Last), (First) (Middle)

/X/ Director

// Officer

// 10% Owner

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3. I.R.S. Identification Number of Reporting Person, if an  
 5. If Amendment, Date of Original (Month/Year)

P.O. Box 904 an entity (voluntary) N/A // Other (specify below)

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 (Street)

Southampton, NY  
 11969

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 (City), (State) (Zip)

7. Individual or Joint/Group Filing  
 (Check Applicable)  
 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)	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 Stock, \$.10 par value	6/17/02	G		7,500	(D)	(1)	56,500	(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	

Explanation of Responses:

(1) Gifts by Mr. Campbell of 2,500 shares to each of his three adult children

/s/ Samuel R. Campbell

7/03/02

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\*\* 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