

Foutch Randy A
Form 4/A
March 30, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Foutch Randy A

2. Issuer Name **and** Ticker or Trading
Symbol
Laredo Petroleum Holdings, Inc.
[LPI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
15 W. SIXTH STREET, SUITE
1800

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2011

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman and CEO

(Street)
TULSA, OK 74119

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/21/2011

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock ⁽¹⁾	12/19/2011		J ⁽²⁾		32,033 ⁽¹⁾	A \$ 0 ⁽²⁾	32,033 I	By Lariat Ranch LLC ⁽³⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foutch Randy A 15 W. SIXTH STREET, SUITE 1800 TULSA, OK 74119	X		Chairman and CEO	

Signatures

/s/ Kenneth E. Dornblaser, as attorney-in-fact for Randy A. Foutch
 03/30/2012
 **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) The shares acquired in this transaction were inadvertently omitted from the reporting person's original Form 4, and were also inadvertently omitted from two subsequently filed Form 4s.

(2) These shares were received in connection with a corporate reorganization completed prior to the closing of the Issuer's initial public offering described in the prospectus dated December 14, 2011, in which Laredo Petroleum, LLC ("Laredo LLC") merged with the Issuer, with the Issuer being the surviving entity. In accordance with the limited liability company agreement of Laredo LLC, the reporting person received common stock of the Issuer in exchange for his vested and unvested units in Laredo LLC. The number of shares that the reporting person received was based on the value that the reporting person would have received under the distribution provisions of the Laredo LLC agreement upon a liquidation of Laredo LLC at a liquidation value determined by reference to the initial offering price. To the extent any such units were subject to vesting requirements, the common stock issued in exchange therefor is also subject to such requirements.

- (3) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Mr. Foutch may be deemed to be a beneficial owner of the 32,033 shares of common stock of the Issuer held by Lariat Ranch LLC. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, Mr. Foutch herein states that this Form 4 shall not be deemed an admission that he is the beneficial owner of such shares of common stock. Mr. Foutch disclaims beneficial ownership of the common stock of the Issuer, except to the extent that he has a pecuniary interest in such shares of common stock.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.