

PRIMEENERGY CORP

Form 4

November 04, 2002

SEC 1472 (3-99) 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 control number.

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)

Jan K. Smeets

PrimeEnergy Corporation PNRG

November 4, 2002

/X/ Director

// Officer

(First, Middle, Last)

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3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 013-46-0934

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

// 10% Owner

// Other (specify below)

One Landmark Square 11th Floor

(Street) -----

Stamford, CT 06901

(City) (State) (Zip)

7. Individual or Joint/Group Filing

(Check Applicable)

/X/ 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)	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 Stock, \$.10 par value	11/4/02	N/A	S		20,000	(D)	\$8 / sh	228,732	(D)	
Common Stock, \$.10 par value	No Change							7,500	(I)	(1)

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Explanation of Responses:

1. 2,500 shares held of record by Mr. Smeets for each of his three minor children UGMA.

/s/ Jan K. Smeets

11/4/ 02

** Signature of Reporting Person

Date

Jan K. Smeets

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