

Foutch Randy A  
Form 4/A  
June 22, 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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2005  
Estimated average  
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response... 0.5

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |           |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|-----------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(3)                                                                                                      | (A)<br>or<br>(D)                                                     | Price<br>(1)                            |           |
| Common<br>Stock                       | 12/19/2011                              |                                                             | J(1)                                    |                                                                         | 787,325<br>(3)                                                                                                     | A                                                                    | \$ 0<br>(1)                             | 787,325 D |
| Common<br>Stock                       | 12/19/2011                              |                                                             | J(1)                                    |                                                                         | 529,989<br>(3)                                                                                                     | A                                                                    | \$ 0<br>(1)                             | 529,989 I |

By Lariat  
Ranch  
LLC (2)

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  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

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

## Signatures

/s/ Kenneth E. Dornblaser, as attorney-in-fact for Randy A. Foutch 06/22/2012

\_\_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) 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.

(2) 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 529,989 shares of common stock 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.

(3) The originally filed Form 4 mistakenly reported 1,285,281 shares of common stock as being held directly by Mr. Foutch and an amendment to the originally filed Form 4 mistakenly reported 32,033 shares of common stock as being held indirectly through Lariat Ranch LLC. Subsequently filed Form 4s thus over reported Mr. Foutch's direct holdings by 497,956 shares and underreported the holdings of Lariat Ranch LLC by 497,956 shares. This amendment corrects the ownership to show that Mr. Foutch holds (i) 787,325

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shares directly and (ii) 529,989 shares indirectly through Lariat Ranch LLC.

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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