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PRIMEENERGY CORP
 Form 4
 June 11, 2001

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 FORM 4

[] CHECK THIS BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4
 OR FORM 5 OBLIGATIONS
 MAY CONTINUE. SEE
 INSTRUCTION 1 (b).

 OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. R
Fong	H.	Gifford	PrimeEnergy Corporation PNRG		to
(Last)	(First)	(Middle)			
3658 Mt. Diablo Blvd. Ste. 200			3. IRS Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year May 2001
(Street)					
LaFayette	California	94549			5. If Amendment, Date of Original (Month/Year) N/A
(City)	(State)	(Zip)			7. I (

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DIS

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of curities B cially Own End of Mon (Instr. 3
		Code	V Amount (A) or Price (D)	
Common Stock, \$.10 par value	5/16/01	G	16,800 (D) N/A	76,532

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9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. -----
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s

**Signa
H. Gi

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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