

CHENIERE ENERGY INC

Form 4

July 29, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GROSS JONATHAN S**

(Last) (First) (Middle)

717 TEXAS AVENUE, SUITE 3100

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

CHENIERE ENERGY INC [LNG]

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

07/28/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>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 Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative Securities<br>Acquired (A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|----------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|----------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|

## Edgar Filing: CHENIERE ENERGY INC - Form 4

| (Instr. 3)                           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       |   | Disposed of (D) |         | Date<br>Exercisable | Expiration<br>Date | Title           | Am<br>Nun<br>Sha |
|--------------------------------------|------------------------------------|------------------|------------------|---|-----------------|---------|---------------------|--------------------|-----------------|------------------|
|                                      |                                    |                  | Code             | V | (A)             | (D)     |                     |                    |                 |                  |
| Stock<br>Option<br>(right to<br>buy) | \$ 36.25                           | 07/28/2005       | D <sup>(1)</sup> |   |                 | 200,000 | <sup>(1)</sup>      | 03/14/2015         | Common<br>Stock | 20               |
| Stock<br>Option<br>(right to<br>buy) | \$ 36.25                           | 07/28/2005       | A <sup>(1)</sup> |   | 200,000         |         | <sup>(2)</sup>      | 03/14/2005         | Common<br>Stock | 20               |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                       |       |
|-------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                         | Director      | 10% Owner | Officer               | Other |
| GROSS JONATHAN S<br>717 TEXAS AVENUE<br>SUITE 3100<br>HOUSTON, TX 77002 |               |           | Senior Vice President |       |

## Signatures

Jonathan S.  
Gross  
07/29/2005

                    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).

The options were canceled by mutual agreement of the Reporting Person and the Issuer in consideration of the grant of replacement

(1) options. The options were originally granted on March 14, 2005 and provided for vesting of 66,668 shares on March 14, 2009 and 66,666 shares on each of March 14, 2010 and March 14, 2011.

(2) 66,666 shares vest on March 14, 2009 and 66,667 shares vest on each of March 14, 2010 and March 14, 2011.

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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