

CANADA PENSION PLAN INVESTMENT BOARD

Form 4

May 28, 2013

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *

CANADA PENSION PLAN
INVESTMENT BOARD

(Last) (First) (Middle)

ONE QUEEN STREET EAST,
SUITE 2500

(Street)

TORONTO, A6 M5C 2W5

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

HALCON RESOURCES CORP
[HK]

3. Date of Earliest Transaction

(Month/Day/Year)

05/23/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director

____ Officer (give title below)

__X__ 10% Owner

____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

__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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	05/23/2013		A	29,000	A \$ 0 36,800 ⁽¹⁾	D	
Common Stock					41,899,441	I	See Footnote ⁽²⁾

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

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(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 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

CANADA PENSION PLAN INVESTMENT BOARD
ONE QUEEN STREET EAST, SUITE 2500
TORONTO, A6 M5C 2W5

X

Signatures

/s/ Benjamin Barron, Canada Pension Plan Investment Board, by Benjamin Barron, as
Attorney-in-Fact

05/28/2013

__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) Canada Pension Plan Investment Board ("CPPIB") is the employer of Kevin Godwin, a non-employee director of the Issuer. The Issuer and Mr. Godwin have agreed that any options or other rights to acquire securities that would otherwise be paid or given to Mr. Godwin by the Issuer as a result of his service as a director of the Issuer shall instead be issued to CPPIB as Mr. Godwin's employer. Accordingly, the Issuer issued these restricted shares directly to CPPIB on May 23, 2013. Mr. Godwin has no beneficial ownership of or pecuniary interest in these restricted shares.

(2) On December 17, 2012, CPPIB filed a joint Form 3 regarding these shares with CPP Investment Board PMI-2 Inc. ("CPPIB PMI-2"). CPPIB PMI-2 directly owns these shares of common stock of the Issuer. CPPIB PMI-2 is a wholly owned subsidiary of CPPIB, thus CPPIB is an indirect beneficial owner of the securities.

Remarks:

Exhibit 24 - Power of Attorney (Canada Pension Plan Investment Board) (attached as Exhibit 24.1 to CPPIB's Form 3 (File No. 00011772013000000000))

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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