

Foutch Randy A
 Form 4
 February 19, 2013

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

OMB APPROVAL

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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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

TULSA, OK 74119
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/15/2013 | | A | | 49,450 | A | 11 |
| Common Stock | | | | | 100,037 | I | By Foutch Family Trust A ⁽²⁾ |
| Common Stock | | | | | 100,037 | I | By Foutch Family Trust B ⁽²⁾ |
| Common Stock | | | | | 100,037 | I | By Foutch Family |

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| | | | |
|--------------|---------|---|---|
| Common Stock | 100,037 | I | Trust C ⁽²⁾ By Foutch Family Trust D ⁽²⁾ |
| Common Stock | 500 | I | By Daughter ⁽²⁾ |
| Common Stock | 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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option (Right to buy) | \$ 17.34 | 02/15/2013 | | A | 128,709 | 02/15/2014 | 02/15/2023 | Common Stock |
| Performance Units | ⁽⁴⁾ | 02/15/2013 | | A | 18,425 | 12/31/2015 | ⁽⁴⁾ | Common Stock |
| Stock Option (Right to buy) | \$ 24.11 | | | | | 02/03/2013 ⁽⁵⁾ | 02/03/2022 | Common Stock |
| Performance Units | ⁽⁶⁾ | | | | | 12/31/2014 | ⁽⁶⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chairman & CEO | |

Foutch Randy A
15 W. SIXTH STREET, SUITE 1800
TULSA, OK 74119

Signatures

/s/ Kenneth E. Dornblaser as attorney-in-fact for Randy A.
Foutch

02/19/2013

__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) These restricted shares are granted under the Issuer's 2011 Omnibus Equity Incentive Plan and will vest in three equal annual installments beginning on the first anniversary date of the grant.

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 400,148 shares of common stock of the Issuer held by the Foutch Family Trusts, the 500 shares of common stock of the Issuer held by his daughter and 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) This stock option is granted under the Issuer's 2011 Omnibus Equity Incentive Plan and is exercisable as to 25% on each of the first four anniversaries of the date of the grant.

These performance units are granted under the Issuer's 2011 Omnibus Equity Incentive Plan. Each performance unit has a value of \$100.
- (4) The performance units will be payable, if at all, in cash, based upon the Issuer's total shareholders return measured against an industry peer group, over a three year performance period ending December 31, 2015. The final value of the performance units granted can range from 0% to 200% of the target value.
- (5) This stock option was granted under the Issuer's 2011 Omnibus Equity Incentive Plan and is exercisable as to 25% on each of the first four anniversaries of the date of the grant.

These performance units were granted under the Issuer's 2011 Omnibus Equity Incentive Plan. Each performance unit has a value of \$100. The performance units will be payable, if at all, in cash, based upon the Issuer's total shareholders return measured against an industry peer group, over a three year performance period ending December 31, 2014. The final value of the performance units granted can range from 0% to 200% of the target value.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.