

EDELMAN THOMAS J  
 Form 4  
 February 03, 2012

**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 \*  
 Edelman & Guill Energy L.P.

2. Issuer Name and Ticker or Trading Symbol  
 PostRock Energy Corp [PSTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 700 LOUISIANA STREET, SUITE 4770

3. Date of Earliest Transaction (Month/Day/Year)  
 03/31/2011

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

(Street)  
 HOUSTON, TX 77002

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Amount		
				(D)	Price		

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

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

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Warrants (options to buy)	\$ 6.39	03/31/2011	<u>J(1)</u>	(A) 272,167	03/31/2011	09/30/2018	Common Stock	272,167
Common Stock Warrants (right to buy)	\$ 6.39	03/31/2011	<u>J(1)</u>	(A) 9,070	03/31/2011	09/30/2018	Common Stock	9,070
Common Stock Warrants (right to buy)	\$ 6.39	03/31/2011	<u>J(1)</u>	(A) 9,749	03/31/2011	09/30/2018	Common Stock	9,749
Common Stock Warrants (options to buy)	\$ 5.82	06/30/2011	<u>J(1)</u>	(A) 307,790	06/30/2011	12/31/2018	Common Stock	307,790
Common Stock Warrants (right to buy)	\$ 5.82	06/30/2011	<u>J(1)</u>	(A) 10,256	06/30/2011	12/31/2018	Common Stock	10,256
Common Stock Warrants (right to buy)	\$ 5.82	06/30/2011	<u>J(1)</u>	(A) 11,024	06/30/2011	12/31/2018	Common Stock	11,024
Common Stock Warrants (options to buy)	\$ 3.1	09/30/2011	<u>J(1)</u>	(A) 595,184	09/30/2011	03/31/2019	Common Stock	595,184
Common Stock Warrants (right to buy)	\$ 3.1	09/30/2011	<u>J(1)</u>	(A) 19,833	09/30/2011	03/31/2019	Common Stock	19,833

Common Stock Warrants (right to buy)	\$ 3.1	09/30/2011	J <sup>(1)</sup>	21,318	09/30/2011	03/31/2019	Common Stock	21,31
Common Stock Warrants (options to buy)	\$ 2.8	12/31/2011	J <sup>(1)</sup>	678,722	12/31/2011	06/30/2019	Common Stock	678,72
Common Stock Warrants (right to buy)	\$ 2.8	12/31/2011	J <sup>(1)</sup>	22,617	12/31/2011	06/30/2019	Common Stock	22,61
Common Stock Warrants (right to buy)	\$ 2.8	12/31/2011	J <sup>(1)</sup>	24,310	12/31/2011	06/30/2019	Common Stock	24,31

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edelman & Guill Energy L.P. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002	X	X		
Edelman & Guill Energy Ltd. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002	X	X		
White Deer Energy L.P. 700 LOUISIANA STREET HOUSTON, TX 77002	X	X		
White Deer Energy TE L.P. 700 LOUISIANA STREET HOUSTON, TX 77002	X	X		
White Deer Energy FI, L.P. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002	X	X		
EDELMAN THOMAS J 777 MAIN STREET	X			

SUITE 2500  
FORT WORTH, TX 76102

GUILL BEN A  
600 TRAVIS  
SUITE 6000  
HOUSTON, TX 77002

X X

## Signatures

/s/ Thomas Edelman, director of Edelman Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy L.P.	02/03/2012
__Signature of Reporting Person	Date
/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy TE L.P.	02/03/2012
__Signature of Reporting Person	Date
/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy FI L.P.	02/03/2012
__Signature of Reporting Person	Date
/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P.	02/03/2012
__Signature of Reporting Person	Date
/s/ Thomas Edelman, director of Edelman & Guill Energy, Ltd.	02/03/2012
__Signature of Reporting Person	Date
/s/ Thomas Edelman	02/03/2012
__Signature of Reporting Person	Date
/s/ Ben Guill	02/03/2012
__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).  
Pursuant to a Securities Purchase Agreement dated September 2, 2010 between the Reporting Persons and the Issuer, the Reporting Persons acquired, among other securities of the Issuer, warrants to purchase an aggregate 19,047,619 shares of the Issuer's common stock. The Reporting Persons also acquired the right to receive additional warrants on each quarterly dividend payment date of the Issuer's Series A Preferred Stock prior to July 1, 2013 on which dividends are not paid in cash but instead accrue. On each of March 31, 2011, June 30, 2011, September 30, 2011 and December 31, 2011, one such date passed, and thus the Reporting Persons acquired an aggregate of 290,986 warrants on March 31, 2011, 329,070 warrants on June 30, 2011, 636,335 warrants on September 30, 2011 and 725,649 warrants on December 31, 2011.  
Mr. Edelman has been appointed as a director of the Issuer. Edelman & Guill Energy L.P. is the general partner of each of White Deer Energy L.P., White Deer Energy TE L.P. and White Deer Energy FI L.P. (collectively, the "Funds"), Edelman & Guill Energy Ltd. is the general partner of Edelman & Guill Energy L.P., and Messrs. Edelman and Guill are the directors of Edelman & Guill Energy Ltd.
- (2) Accordingly, each of Edelman & Guill Energy Ltd., Edelman & Guill Energy L.P. and Messrs. Edelman and Guill may be deemed to control the decisions of the Funds. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of these securities for purposes of Section 16 or for any other purpose.

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.