

CHENIERE ENERGY INC  
Form 5  
February 14, 2013

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
SOUKI CHARIF

(Last) (First) (Middle)

700 MILAM ST, SUITE 800

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CHENIERE ENERGY INC [LNG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
08/16/2012

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)  
Chairman, CEO & President

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Amount Price   |  |  |   |
| Common Stock                    | 08/16/2012                           | Â  | G <sup>(1)</sup>               | 200,000 D \$ 0  | 2,852,546  | D  | Â   |
| Common Stock                    | 08/16/2012                           | Â  | G <sup>(1)</sup>               | 200,000 A \$ 0  | 200,000  | I  | By Wife   |
| Common Stock                    | 08/29/2012                           | Â  | G <sup>(2)</sup>               | 100,000 D \$ 0  | 100,000  | I  | By Wife   |
| Common Stock                    | 08/29/2012                           | Â  | G <sup>(2)</sup>               | 100,000 A \$ 0  | 400,000  | I  | By Trust  |

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|              |            |   |   |        |   |      |           |   |   |
|--------------|------------|---|---|--------|---|------|-----------|---|---|
| Common Stock | 12/13/2012 | Â | G | 20,000 | D | \$ 0 | 2,832,546 | D | Â |
| Common Stock | 12/14/2012 | Â | G | 45,000 | D | \$ 0 | 2,787,546 | D | Â |

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 (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. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |       |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| SOUKI CHARIF<br>700 MILAM ST<br>SUITE 800<br>HOUSTON, TX 77002 | Â X           | Â         | Â Chairman,<br>CEO &<br>President | Â     |

## Signatures

Cara E. Carlson under POA by Charif Souki 02/14/2013

\_\_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).

This transaction involved a gift of securities by the reporting person to his wife. The reporting person disclaims beneficial ownership of (1) the shares held by his wife, and this report should not be deemed an admission that the reporting person is the beneficial owner of his wife's shares for purposes of Section 16 or for any other purpose.

(2) This transaction involved a gift of securities by the reporting person's wife to a trust.

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

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