

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Foutch Randy A</u>  (Last) (First) (Middle) 15 W. SIXTH STREET, SUITE 1800  (Street) TULSA OK 74119  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Laredo Petroleum Holdings, Inc. [ LPI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/03/2012		A		31,780 <sup>(2)</sup>	A	(2)	1,181,061	D	
Common Stock								68,750	I	By Foutch Family Trust A <sup>(1)</sup>
Common Stock								68,750	I	By Foutch Family Trust B <sup>(1)</sup>
Common Stock								68,750	I	By Foutch Family Trust C <sup>(1)</sup>
Common Stock								68,750	I	By Foutch Family Trust D <sup>(1)</sup>
Common Stock								500	I	By Daughter <sup>(1)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to buy)	\$24.11	02/03/2012		A		62,868		02/03/2013	02/03/2022	Common Stock	62,868	(3)	62,868	D	
Performance Units	(4)	02/03/2012		A		13,500		12/31/2014 <sup>(4)</sup>	(4)	Common Stock	13,500	(4)	13,500	D	

**Explanation of Responses:**

- 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 275,000 shares of common stock of the Issuer held by the Foutch Family Trusts and the 500 shares of common stock of the Issuer held by his daughter. 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.
- 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.
- 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. The performance units will be payable, if at all, in cash, based upon the Issuer's total shareholder 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.

/s/ Kenneth E. Dornblaser, as attorney-in-fact for Randy A. Foutch 02/07/2012

\*\* Signature of Reporting Person Date

\* 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).

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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