

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Warburg Pincus Private Equity X O&amp;G, L.P.</u>  (Last) (First) (Middle) C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE  (Street) NEW YORK NY 10017  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2011	
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	12/19/2011		J <sup>(1)(2)</sup>		20,690,977	A	\$0 <sup>(1)(2)</sup>	20,690,977	D <sup>(3)</sup>	
Common Stock	12/19/2011		J <sup>(1)(2)</sup>		20,690,977	A	\$0 <sup>(1)(2)</sup>	20,690,977	I	See footnotes <sup>(4)(5)</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	Amount or Number of Shares				
Series A-2 Preferred Units	\$0 <sup>(1)(2)</sup>	12/19/2011		J <sup>(1)(2)</sup>		39,370,002		(1)(2)	(1)(2)	Common Stock	20,690,977	\$0 <sup>(1)(2)</sup>	0	D <sup>(3)</sup>	
Series A-2 Preferred Units	\$0 <sup>(1)(2)</sup>	12/19/2011		J <sup>(1)(2)</sup>		39,370,002		(1)(2)	(1)(2)	Common Stock	20,690,977	\$0 <sup>(1)(2)</sup>	0	I	See footnotes <sup>(4)(5)(6)</sup>

1. Name and Address of Reporting Person\*  
Warburg Pincus Private Equity X O&G, L.P.  
 (Last) (First) (Middle)  
 C/O WARBURG PINCUS LLC  
 450 LEXINGTON AVENUE  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Warburg Pincus X Partners, L.P.  
 (Last) (First) (Middle)  
 C/O WARBURG PINCUS LLC  
 450 LEXINGTON AVENUE  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Warburg Pincus X, L.P.  
 (Last) (First) (Middle)  
 C/O WARBURG PINCUS LLC  
 450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Warburg Pincus X LLC](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Warburg Pincus Partners LLC](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WARBURG PINCUS & CO.](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WARBURG PINCUS LLC](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KAYE CHARLES R](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Landy Joseph P.](#)

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

**Explanation of Responses:**

1. The shares of common stock, \$0.01 par value per share (the "Common Stock"), of Laredo Petroleum Holdings, Inc., a Delaware corporation (the "Issuer"), were received in connection with the corporate reorganization (the "Corporate Reorganization") completed prior to the closing of the Issuer's initial public offering described in the prospectus dated December 14, 2011, in which Laredo Petroleum, LLC, a Delaware limited liability company ("Laredo LLC"), merged with the Issuer, with the Issuer being the surviving entity. In accordance with the Second Amended and Restated Limited Liability Company Agreement of Laredo LLC (the "LLC Agreement"), the Warburg Pincus Reporting Persons (as such term is defined below) received Common Stock of the Issuer in exchange for the outstanding preferred equity units of Laredo LLC listed in Table II.
2. The number of shares of Common Stock of the Issuer that the Warburg Pincus Reporting Persons (as such term is defined below) received was based on the value that such reporting persons would have received under the distribution provisions of the LLC Agreement upon a liquidation of Laredo LLC at a liquidation value determined by reference to the initial public offering price.
3. The stockholders are Warburg Pincus Private Equity X O&G, L.P., a Delaware limited partnership ("WP X O&G"), and its affiliated partnership Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners", and together with WP X O&G, the "WP X Funds"). The total number of shares of Common Stock of the Issuer owned by the WP X Funds is 20,690,977 shares of Common Stock, of which 20,049,557 shares of Common Stock are owned by WP X O&G and 641,420 shares of Common Stock are owned by WP X Partners. WP X Partners own less than 1% of the Common Stock outstanding of the Issuer.
4. Warburg Pincus X, L.P., a Delaware limited partnership ("WP X GP"), is the general partner of the WP X Funds. Warburg Pincus X LLC, a Delaware limited liability company ("WP X LLC"), is the general partner of WP X GP. Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP X LLC. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners, Warburg Pincus LLC, a New York limited liability company ("WP LLC"), manages the WP X Funds. Charles R. Kaye and Joseph P. Landy are the Managing General Partners of WP and the Co-Presidents and Managing Members of WP LLC and may be deemed to control the WP X Funds, WP X GP, WP X LLC, WP Partners, WP and WP LLC (together with Messrs. Kaye and Landy, the "Warburg Pincus Reporting Persons").
5. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), WP X GP, WP X LLC, WP Partners, WP, WP LLC and Messrs. Kaye and Landy may be deemed to be beneficial owners of the 20,690,977 shares of Common Stock of the Issuer held by the WP X Funds. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than the WP X Funds, herein states that this Form 4 shall not be deemed an admission that it or he is the beneficial owner of any of the shares of Common Stock of the Issuer reported in this Form 4. Each of the Warburg Pincus Reporting Persons disclaims beneficial ownership of the Common Stock of the Issuer, except to the extent it or he has a pecuniary interest in such shares of Common Stock.
6. Reflects the aggregate number of preferred equity units of Laredo LLC directly owned by the WP X Funds prior to the exchange of such units on December 19, 2011 pursuant to the Corporate Reorganization.

**Remarks:**

\*Power of Attorney given by Mr. Kaye was previously filed with the U.S. Securities and Exchange Commission (the "SEC") on March 2, 2006 as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc. \*\*Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to the Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc. \*\*\*Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person. \*\*\*\*Solely for the purposes of Section 16 of the Exchange Act, each of the WP X Funds, WP X GP, WP X LLC, WP Partners, and WP may be deemed a director-by-deputization by virtue of their contractual right to nominate a representative to serve on the board of directors of the Issuer. Messrs. Peter R. Kagan and James R. Levy became directors of the Issuer in July 2007 and May 2007, respectively, and have been associated with WP and WP LLC since 1997 and 2006, respectively.

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., as managing member of Warburg Pincus Partners LLC, as sole member of Warburg Pincus X LLC, as general partner of Warburg Pincus X, L.P., as general partner of Warburg Pincus Private Equity X O&G, LP 12/21/2011

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., as managing member of Warburg Pincus Partners LLC, as sole member of Warburg Pincus X LLC, as general partner of Warburg Pincus X Partners, L.P. 12/21/2011

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., as managing member of Warburg Pincus Partners LLC, as sole member of Warburg Pincus X LLC, as general partner of Warburg Pincus X, L.P. 12/21/2011

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., as managing member of Warburg Pincus Partners LLC, as sole member of Warburg Pincus X LLC 12/21/2011

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co., as managing member of Warburg Pincus Partners LLC 12/21/2011

/s/ Scott A. Arenare, Partner of Warburg Pincus & Co. 12/21/2011

/s/ Scott A. Arenare, Member and Managing Director of Warburg Pincus LLC 12/21/2011

/s/ Scott A. Arenare, as attorney-in-fact for Charles R. Kaye\* 12/21/2011

/s/ Scott A. Arenare, as attorney-in-fact for Joseph P. Landy\*\* 12/21/2011

\*\* Signature of Reporting Person Date

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

\* 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.

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 Number.