

SCULLY JOHN H
Form 4
May 30, 2012

FORM 4

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

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPO ADVISORY CORP

(Last) (First) (Middle)

**591 REDWOOD HIGHWAY,
SUITE 3215**

(Street)

MILL VALLEY, CA 94941

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Resolute Energy Corp [REN]

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

05/25/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/25/2012		P		161,000	A \$ 8.41	10,000,610	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnotes
Common Stock	05/29/2012		P		46,000	A \$ 8.75	10,046,110	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnotes
Common Stock	05/30/2012		P		350,000	A \$ 8.62	10,392,310	I <u>(1)</u> <u>(2)</u> <u>(3)</u>	See Footnotes

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

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SEC 1474
(9-02)

number.

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. Pr Deriv Secu (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 13					09/25/2009	09/25/2014	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPO ADVISORY CORP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SPO ADVISORY PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SF ADVISORY PARTNERS LP 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941		X		
SPO PARTNERS II LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SAN FRANCISCO PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SCULLY JOHN H 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
MCDERMOTT EDWARD H 591 REDWOOD HIGHWAY , SUITE 3215		X		

MILL VALLEY, CA 94941

PHOEBE SNOW FOUNDATION

591 REDWOOD HIGHWAY , SUITE 3215

X

MILL VALLEY, CA 94941

Signatures

Kim M. Silva,
Attorney-in-Fact

05/30/2012

__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).

(1) The entities and individuals directly acquiring the shares reported in this filing are SPO Partners II, L.P. ("SPO Partners"), which bought 529,800 shares, San Francisco Partners, L.P. ("SF Partners"), which bought 21,200 shares, John H. Scully ("JHS"), who bought 1,100 shares, Edward H. McDermott ("EHM"), who bought 100 shares, and Phoebe Snow Foundation ("PSF"), which bought 4,800 shares. The range of prices for the purchases on 05/25/12, reported in Line 1 above, was \$8.35-8.51, the range of prices for the purchases on 05/29/12, reported in Line 2 above, was \$8.71-8.75, and the range of prices for the purchases on 05/30/12, reported in Line 3 above, was \$8.55-8.69 (full detailed information regarding the shares purchased at each price will be provided upon request).

(2) As a result of the purchases causing this filing, 10,043,210 shares of the Issuer's common stock are owned directly by SPO Partners, and may be deemed to be indirectly beneficially owned by (i) SPO Advisory Partners, L.P. ("SPO Advisory"), the sole general partner of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) JHS and EHM, the two controlling persons of SPO Corp. Additionally, 349,100 shares of the Issuer's common stock are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS and EHM, the two controlling persons of SPO Corp.

(3) Additionally, (i) 4,200 shares of the Issuer's common stock are directly owned by JHS and are held in an IRA, which is self-directed, (ii) 900 shares of the Issuer's common stock are directly owned by EHM and are held in an IRA, which is self-directed and (iii) 4,800 shares of the Issuer's common stock are directly owned by PSF.

(4) Additionally, 8,169,525 warrants are owned directly by SPO Partners, and may be deemed to be indirectly beneficially owned by (i) SPO Advisory, the sole general partner of SPO Partners, (ii) SPO Corp., the sole general partner of SPO Advisory, and (iii) JHS and EHM, the two controlling persons of SPO Corp. Additionally, 279,753 warrants are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory, the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS and EHM, the two controlling persons of SPO Corp.

(5) Additionally, (i) 813 warrants are directly owned by JHS and are held in an IRA, which is self-directed, and (ii) 622 warrants are directly owned by EHM and are held in an IRA, which is self-directed.

Remarks:

The individuals and entities listed in the notes above (each a "Reporting Person") may be deemed to form a "group", as such to

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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