

CHENIERE ENERGY INC

Form 4/A

January 22, 2009

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 *
WILLIAMS WALTER L

(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. Date of Earliest Transaction
(Month/Day/Year)
04/22/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/22/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/22/2008		S	109 ⁽¹⁾	D \$ 8.02	204,030	D
Common Stock	04/22/2008		S	151,606 ⁽¹⁾	D \$ 8	52,424	D
Common Stock	04/22/2008		S	1,500 ⁽¹⁾	D \$ 8.01	50,924	D
Common Stock	04/22/2008		S	100 ⁽¹⁾	D \$ 8.03	50,824	D
Common Stock	04/22/2008		S	1,250 ⁽¹⁾	D \$ 8.04	49,574	D
	04/22/2008		S		D	35,077	D

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Common	14,497	\$
Stock	<u>(1)</u>	8.05

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

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SEC 1474
(9-02)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WILLIAMS WALTER L 700 MILAM ST. SUITE 800 HOUSTON, TX 77002	X

Signatures

/s/ Anne V. Vaughan under POA by Walter L. Williams 01/22/2009

__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) On a Form 4 filed on April 22, 2008, the reporting person failed to report an additional 62,445 shares of Cheniere Energy, Inc. ("Cheniere") common stock that were sold as a result of a margin call by a broker to whom these shares were pledged. This resulted in a 62,445 share overstatement of the total number of shares beneficially owned by the reporting person in the April 22, 2008 Form 4 as well as in the Form 4 dated September 17, 2008 and, as amended, filed by the reporting person on September 24, 2008. As of the date of this Amendment, the reporting person beneficially owns 271,003 shares of Cheniere common stock, including 10,000 shares owned by the

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reporting person's wife and 200,000 shares held through a trust.

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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