

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).



**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person *</b> GS Capital Partners VI Fund, L.P.  (Last) (First) (Middle) 200 WEST STREET,  (Street) NEW YORK NY 10282-2198  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> PRIMEENERGY CORP [PNRG]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input type="checkbox"/> Other (specify below)
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 06/03/2010	
	<b>4. If Amendment, Date of Original Filed</b> (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, \$0.10 par value	06/03/2010		S		623,521	D	\$ 12	0 <sup>(4)</sup>	I	See footnote <sup>(1)</sup> <sup>(2)</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 Underlying Securities (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 of Derivative Security: 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				
Obligations to pay sale proceeds	\$ 0	06/03/2010		J			592,345	(3)	(3)	Common Stock, \$0.10 par value	592,345	(3)	0	I	See footnote (1) (2) (3)

**1. Name and Address of Reporting Person \***  
**GS Capital Partners VI Fund, L.P.**

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(Last) (First) (Middle)  
**200 WEST STREET**

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(Street)  
**NEW YORK NY 10282-2198**

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(City) (State) (Zip)

**1. Name and Address of Reporting Person \***  
**GS Capital Partners VI Offshore Fund, L.P.**

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(Last) (First) (Middle)  
**200 WEST STREET**

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(Street)  
**NEW YORK NY 10282-2198**

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(City) (State) (Zip)

**1. Name and Address of Reporting Person \***  
**GS Capital Partners VI Parallel LP**

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(Last) (First) (Middle)  
**200 WEST STREET**

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(Street)  
**NEW YORK NY 10282-2198**

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(City) (State) (Zip)

**1. Name and Address of Reporting Person \***  
**GS Capital Partners VI GmbH & Co KG**

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(Last) (First) (Middle)  
**MESSETURM 60308**

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(Street)  
**FRANKFURT AM MAIN 2M 2M 00000**

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(City)	(State)	(Zip)
<b>1. Name and Address of Reporting Person *</b> GSCP VI Advisors, L.L.C.		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282-2198
(City)	(State)	(Zip)

<b>1. Name and Address of Reporting Person *</b> GS Advisors VI, L.L.C.		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282-2198
(City)	(State)	(Zip)

<b>1. Name and Address of Reporting Person *</b> GSCP VI Offshore Advisors, L.L.C.		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282-2198
(City)	(State)	(Zip)

<b>1. Name and Address of Reporting Person *</b> PVF Holdings LLC		
(Last)	(First)	(Middle)
2 HOUSTON CENTER, 909 FANNIN, SUITE 3100		
(Street)		
HOUSTON	TX	77010
(City)	(State)	(Zip)

<b>1. Name and Address of Reporting Person *</b> MCJUNKIN RED MAN HOLDING CORP		
(Last)	(First)	(Middle)
2 HOUSTON CENTER, 909 FANNIN, SUITE 3100		
(Street)		
HOUSTON	TX	77010
(City)	(State)	(Zip)

**Explanation of Responses:**

1. For text of Footnote 1, see Exhibit 99.1.
2. For text of Footnote 2, see Exhibit 99.1.
3. For text of Footnote 3, see Exhibit 99.1.
4. Reflects changes due to exempt transactions.

**Remarks:**

Due to the electronic system's limitation of 10 Reporting Persons per joint filing this statement is being filed in two separate filings. This is the second of two filings.

[See Exhibit 99.2](#)

[06/07/2010](#)

\*\* 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.**

## FOOTNOTES

- (1) This statement is being filed by The Goldman Sachs Group, Inc. (“GS Group”), Goldman, Sachs & Co. (“Goldman Sachs”), GSCP V Advisors, L.L.C. (“GSCP V Advisors”), GSCP V Offshore Advisors, L.L.C. (“GSCP V Offshore Advisors”), GS Advisors V, L.L.C. (“GS Advisors V”), Goldman Sachs Management GP GmbH (“GS GmbH”), GSCP VI Advisors, L.L.C. (“GSCP VI Advisors”), GSCP VI Offshore Advisors, L.L.C. (“GSCP VI Offshore Advisors”), GS Advisors VI, L.L.C. (“GS Advisors VI”), GS Capital Partners V Fund, L.P. (“GS Capital V”), GS Capital Partners V Offshore Fund, L.P. (“GS V Offshore”), GS Capital Partners V GmbH & Co. KG (“GS Germany V”), GS Capital Partners V Institutional, L.P. (“GS V Institutional”), GS Capital Partners VI Fund, L.P. (“GS Capital VI”), GS Capital Partners VI Offshore Fund, L.P. (“GS VI Offshore”), GS Capital Partners VI GmbH & Co. KG (“GS Germany VI”), GS Capital Partners VI Parallel, L.P., (“GS VI Parallel” and, together with GS Capital VI, GS VI Offshore, GS Germany VI, GS Capital V, GS V Offshore, GS Germany V, and GS V Institutional, the “Funds”), PVF Holdings LLC (“PVF”), McJunkin Red Man Holding Corporation (“MRMHC”) (PVF, MRMHC, GS Group, Goldman Sachs, GSCP V Advisors, GSCP V Offshore Advisors, GS Advisors V, GS GmbH, GSCP VI Advisors, GSCP VI Offshore Advisors, GS Advisors VI, and the Funds collectively, the “Reporting Persons”). Neither the present filing nor anything contained herein shall be construed as an admission that any Reporting Person constitutes a “person” for any purpose other than for compliance with Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).
- (2) On January 30, 2007 and October 31, 2007, the Funds invested in PVF Holdings LLC (formerly, McJ Holding LLC), an entity which controls McJunkin Red Man Holding Corporation (formerly, McJ Holding Corporation). McJunkin Red Man Holding Corporation owns 100% of the equity interests of McJunkin Red Man Corporation. McJunkin Red Man Corporation previously owned the 623,521 shares of common stock, par value \$0.10 per share of PrimeEnergy Corporation (“Common Stock”) reported herein as sold on June 3, 2010.

Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing limited partner or managing partner of the Funds. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs also serves as the manager for GSCP V Advisors, GSCP V Offshore Advisors, GS Advisors V, GSCP VI Advisors, GSCP VI Offshore Advisors, GS Advisors VI, and the investment manager for GS Capital V, GS V Offshore, GS Germany V, GS V Institutional, GS Capital VI, GS VI Offshore, GS Germany VI and GS VI Parallel.

- (3) McJunkin Red Man Corporation previously owned 623,521 shares of Common Stock. Pursuant to the Merger Agreement, dated as of December 4, 2006 among McJunkin Red Man Corporation, McJunkin Red Man Holding Corporation and Hg Acquisition Corp., as amended (the “Merger Agreement”), upon a sale of shares of Common Stock by McJunkin Red Man Corporation from and after January 31, 2007, McJunkin Red Man Corporation has an obligation to remit to those persons who were the record holders of shares of McJunkin Red Man Corporation immediately prior to the effective time of the Merger (as defined in the Merger Agreement) an amount equal to 95% of the after tax proceeds from such sale. As disclosed in Table 1, McJunkin Red Man Corporation sold 623,521 shares of Common Stock on June 3, 2010 and will distribute the proceeds in accordance with the Merger Agreement.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 7, 2010

GS CAPITAL PARTNERS VI FUND, L.P.

By: /s/ Yvette Kusic  
Name: Yvette Kusic  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.

By: /s/ Yvette Kusic  
Name: Yvette Kusic  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI PARALLEL, L.P.

By: /s/ Yvette Kusic  
Name: Yvette Kusic  
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI GMBH & CO. KG

By: /s/ Yvette Kusic  
Name: Yvette Kusic  
Title: Attorney-in-fact

GSCP VI ADVISORS, L.L.C.

By: /s/ Yvette Kusic  
Name: Yvette Kusic  
Title: Attorney-in-fact

GSCP VI OFFSHORE ADVISORS, L.L.C.

By: /s/ Yvette Kusic  
Name: Yvette Kusic  
Title: Attorney-in-fact

GS ADVISORS VI, L.L.C.

By: /s/ Yvette Kusic  
Name: Yvette Kusic  
Title: Attorney-in-fact

PVF HOLDINGS LLC

By: /s/ Brian Shore  
Name: Brian Shore  
Title: Associate General Counsel, Chief Compliance Officer and Corporate Secretary

McJUNKIN RED MAN HOLDING CORPORATION

By: /s/ Brian Shore  
Name: Brian Shore  
Title: Associate General Counsel, Chief Compliance Officer and Corporate Secretary