CHENIERE ENERGY INC

Form 4 May 30, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Abiteboul Jean

2. Issuer Name and Ticker or Trading Symbol

CHENIERE ENERGY INC [LNG]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director

700 MILAM ST., SUITE 800

(Month/Day/Year) 05/25/2007

10% Owner _X_ Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

below) below) Member of the Exec. Committee

(Street)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 70002

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(9-02)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Following

Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock	(1)	05/25/2007		A	37,000		<u>(1)</u>	12/31/2010	Common Stock	37,000
Phantom Stock	<u>(2)</u>	05/25/2007		A	111,000		(2)	12/31/2010	Common Stock	111,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Abiteboul Jean 700 MILAM ST. SUITE 800 HOUSTON, TX 70002

Member of the Exec. Committee

Signatures

/s/ Anne V. Vaughan under POA by Jean Abiteboul

05/30/2007

**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).
- Each share of phantom stock is the economic equivalent of one share of Cheniere Energy, Inc. Common Stock and is payable in cash or (1) in Cheniere Common Stock if the average closing stock price of \$33.57 is achieved as reported on the American Stock Exchange for the last 20 trading days of the earliest of 2007, 2008, 2009 or 2010.
- Each share of phantom stock is the economic equivalent of one share of Cheniere Energy, Inc. Common Stock, and one-third of the phantom stock is payable in cash or in Cheneire Common Stock if the following average closing stock prices are achieved as reported on the American Stock Exchange for the last 20 trading days of the designated performance period ending Dec. 31, 2008, 2009 or 2010, or any future performance period. The stock prices to be achieved for performance periods are: 2008 \$42.00; 2009 \$50.00; 2010 \$60.00.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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