

PRB Energy, Inc.
Form 3
February 12, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Purfield Michael

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/04/2008

3. Issuer Name **and** Ticker or Trading Symbol
PRB Energy, Inc. [PRB]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other
(give title below) (specify below)

Chief Operating Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

C/O PRB ENERGY,
INC.,Â 1875 LAWRENCE
STREET, SUITE 450

(Street)

DENVER,Â COÂ 80202

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,000

D

Â

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

SEC 1473 (7-02)

**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 control number.**

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

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	03/21/2006 ⁽¹⁾	03/21/2016	20,000	20,000	\$ 5.7	D	Â
Stock Option (Right to Buy)	01/08/2007 ⁽²⁾	01/08/2017	10,000	10,000	\$ 4.5	D	Â
Stock Option (Right to Buy)	07/02/2007 ⁽³⁾	07/02/2017	15,000	15,000	\$ 2.43	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Purfield Michael C/O PRB ENERGY, INC. 1875 LAWRENCE STREET, SUITE 450 DENVER, CO 80202	Â	Â	Â Chief Operating Officer	Â

Signatures

/s/ Michael
Purfield

02/12/2008

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Twenty five (25%) percent of such options became exercisable on March 21, 2007 and the remaining options will vest in increments of twenty five (25%) percent on each of March 21, 2008, March 21, 2009 and March 21, 2010.

(2) Twenty five (25%) percent of such options became exercisable on January 8, 2008 and the remaining options will vest in increments of twenty five (25%) percent on each of January 8, 2009, January 8, 2010 and January 8, 2011.

(3) The options will vest in increments of twenty five (25%) percent on each of July 2, 2008, July 2, 2009, July 2, 2010 and July 2, 2011.

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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