

HOUSTON EXPLORATION CO

Form 10-Q/A

May 10, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
AMENDMENT No. 1**

- QUARTERLY REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2007**
- OR**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____.
Commission File No. 001-11899**

THE HOUSTON EXPLORATION COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

22-2674487
(IRS Employer Identification No.)

1100 Louisiana, Suite 2000
Houston, Texas
(Address of Principal Executive Offices)

77002-5215
(Zip Code)

(713) 830-6800
(Registrant's Telephone Number, including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 8, 2007, 28,302,579 shares of Common Stock, par value \$0.01 per share, were outstanding.

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EXPLANATORY NOTE

The Houston Exploration Company is filing this Amendment No. 1 on Form 10-Q/A (the Amendment No. 1) to correctly reflect the number of shares outstanding as of May 8, 2007 as disclosed on the cover page of our Quarterly Report on Form 10-Q for the three months ended March 31, 2007 filed with the Securities and Exchange Commission on May 9, 2007 (the Original Filing) as 28,302,579 shares.

Except for the item discussed in this Explanatory Note, no other changes have been made to the Original Filing. This Amendment No. 1 does not reflect events occurring after the Original Filing or modify or update those disclosures affected by subsequent events.

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| <u>Certification of CFO Pursuant to Section 302</u> | |
| <u>Certification of CEO Pursuant to Section 906</u> | |
| <u>Certification of CFO Pursuant to Section 906</u> | |

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Part II. Other Information

Item 6. Exhibits

EXHIBITS

DESCRIPTION

| | |
|------------------------|---|
| 2.1 ⁽¹⁾ | Agreement and Plan of Merger dated as of January 7, 2007 by and among the Company, Forest Oil Corporation and MJCO Corporation (filed as exhibit 2.1 to our Current Report on Form 8-K dated January 7, 2007 (file No. 001-11899) and incorporated by reference herein). |
| 3.1 ⁽¹⁾ | Restated Bylaws of The Houston Exploration Company, as amended April 23, 2007 (filed as Exhibit 3.1 to our Current Report on Form 8-K dated April 27, 2007 (File No. 001-11899) and incorporated by reference). |
| 4.1 ⁽¹⁾ | Second Amendment to Rights Agreement dated as of January 7, 2007 between The Houston Exploration Company and The Bank of New York, as Rights Agent (filed as exhibit 4.1 to our Current Report on Form 8-K dated January 7, 2007 (file No. 001-11899) and incorporated by reference herein). |
| 10.1 ⁽¹⁾⁽²⁾ | First Amendment to The Houston Exploration Company Supplemental Executive Retirement Plan (filed as Exhibit 10.3 to our Current Report on Form 8-K dated January 7, 2007 (File No. 001-11899) and incorporated by reference herein). |
| 10.2 ⁽¹⁾⁽²⁾ | Form of Amendment No. 2 to [Amended and Restated] Employment Agreement entered into by and between The Houston Exploration Company and each of William G. Hargett, Steven L. Mueller, James F. Westmoreland, Roger B. Rice, Joanne C. Hresko, John E. Bergeron Jr., Jeffrey B. Sherrick, Robert T. Ray and Carolyn M. Campbell (filed as Exhibit 10.1 to our Current Report on Form 8-K dated January 7, 2007 (file No. 001-11899) and incorporated by reference herein). |
| 10.3 ⁽¹⁾⁽²⁾ | Second Amendment to The Houston Exploration Company Change of Control Plan (filed as exhibit 10.4 to our Current Report on Form 8-K dated January 7, 2007 (file No. 001-11899) and incorporated by reference herein). |
| 12.1 ⁽¹⁾ | Computation of ratio of earnings to fixed charges (filed as exhibit 12.1 to our Quarterly Report on Form 10-Q for the three months ended March 31, 2007 (file No. 001-11899) and incorporated by reference herein). |
| 31.1 | Certification of William G. Hargett, Chief Executive Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Robert T. Ray, Chief Financial Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of William G. Hargett, Chief Executive Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Robert T. Ray, Chief Financial Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

(1) Previously filed.

(2) Identified as a management contract or compensation plan or arrangement

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE HOUSTON EXPLORATION
COMPANY

By: /s/ William G. Hargett
William G. Hargett
Chairman, President and Chief
Executive Officer

Date: May 10, 2007

By: /s/ Robert T. Ray
Robert T. Ray
Senior Vice President and Chief
Financial Officer

Date: May 10, 2007

By: /s/ James F. Westmoreland
James F. Westmoreland
Vice President and Chief Accounting
Officer

Date: May 10, 2007

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