



DIVISION OF
CORPORATION FINANCE

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

March 18, 2011

Via E-mail

Charles E. Drimal, Jr.
President
PrimeEnergy Corporation
One Landmark Square
Stamford, CT 06901

**Re: PrimeEnergy Corporation
Form 10-K for the Fiscal Year Ended December 31, 2009
Filed April 15, 2010
File No. 0-07406**

Dear Mr. Drimal:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

/s/ A.N. Parker

Anne Nguyen Parker
Branch Chief