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SEC 1972 (6/99) 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 control number.

ATTENTION



02025577

Failure to file notice in the appropriate states will not result in a loss of federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

REC'D SEC
MAR 18 2002
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2002	
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FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

PROCESSED
APR 03 2002
THOMSON FINANCIAL

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

PanCanadian Energy Corporation Common Shares

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

PanCanadian Energy Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

150 - 9th Avenue S.W., Calgary, Alberta T2P 2S5 403/290-2000

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business

Exploration, development, production and marketing of natural gas, crude oil and natural gas liquids.

Type of Business Organization

[X] corporation [] limited partnership, already formed [] other (please specify):
[] business trust [] limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [0]6 [0]1 [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [C] [N]**GENERAL INSTRUCTIONS****Federal:**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner

Full Name (Last name first, if individual)

David P. O'Brien

Business or Residence Address (Number and Street, City, State, Zip Code)

906 Riverdale Avenue S.W., Calgary, Alberta T2S 0Y6

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Michael A. Grandin

Business or Residence Address (Number and Street, City, State, Zip Code)

222 Amherst Street S.W., Calgary, Alberta T2T 3B7

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

David J. Boone

Business or Residence Address (Number and Street, City, State, Zip Code)

94 Signature Hts. S.W., Calgary, Alberta T3H 3B9

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wesley R. Twiss

Business or Residence Address (Number and Street, City, State, Zip Code)

305 Varsity Est. Bay N.W., Calgary, Alberta T3B 2W7

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Gerald J. Macey

Business or Residence Address (Number and Street, City, State, Zip Code)

31 West Bluff Ridge, Calgary, Alberta T3Z 3P2

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Nancy M. Laird

Business or Residence Address (Number and Street, City, State, Zip Code)

512 Rideau Road S.W., Calgary, Alberta T2S 0R6

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Gerard J. Protti

Business or Residence Address (Number and Street, City, State, Zip Code)

109 Canso Bay S.W., Calgary, Alberta T2W 3A8

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Partner

Full Name (Last name first, if individual)

Tom M. Collins

Business or Residence Address (Number and Street, City, State, Zip Code)

20 Arbour Crest Mount N.W., Calgary, Alberta T3G 5A3

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Partner

Full Name (Last name first, if individual)

Terence M. Lawrence

Business or Residence Address (Number and Street, City, State, Zip Code)

2744 Signal Ridge View S.W., Calgary, Alberta T3H 2J5

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Partner

Full Name (Last name first, if individual)

Larry P. LeBlanc

Business or Residence Address (Number and Street, City, State, Zip Code)

18 Parker Court, Bedford, Nova Scotia B4A 3Z4

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Partner

Full Name (Last name first, if individual)

Sheila M. McIntosh

Business or Residence Address (Number and Street, City, State, Zip Code)

206 Signal Hill Pt. S.W., Calgary, Alberta T3H 2X6

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Partner

Full Name (Last name first, if individual)

Robert A. Pearce

Business or Residence Address (Number and Street, City, State, Zip Code)

320 Scarboro Avenue S.W., Calgary, Alberta T3C 2H3

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Partner

Full Name (Last name first, if individual)

Christopher J. Saunders

Business or Residence Address (Number and Street, City, State, Zip Code)

401, 603-7 Avenue NE, Calgary, Alberta T2E 0N4

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Managing
 Partner

Full Name (Last name first, if individual)

Laurie J. Schuller

Business or Residence Address (Number and Street, City, State, Zip Code)

7 Scenic Park Crescent NW, Calgary, Alberta T3L 1R5

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Managing
 Partner

Full Name (Last name first, if individual)

Patrick D. Daniel

Business or Residence Address (Number and Street, City, State, Zip Code)

47 Pinnacle Ridge Drive, R.R. 12, Calgary, Alberta T3E 6W3

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Managing
 Partner

Full Name (Last name first, if individual)

William R. Fatt

Business or Residence Address (Number and Street, City, State, Zip Code)

88 Cortleigh Blvd., Toronto, Ontario M4R 1K6

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Managing
 Partner

Full Name (Last name first, if individual)

William W. Stinson

Business or Residence Address (Number and Street, City, State, Zip Code)

1001 - 13th Avenue SW, Suite 440, Calgary, Alberta T2R 0L5

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Managing
 Partner

Full Name (Last name first, if individual)

Barry W. Harrison

Business or Residence Address (Number and Street, City, State, Zip Code)

1004 - 39 Avenue S.W., Calgary, Alberta T2T 2K5

Check Box(es) that Promoter Beneficial Executive Director General and/or
 Apply: Owner Officer Managing
 Partner

Full Name (Last name first, if individual)

Ken F. McCready

Business or Residence Address (Number and Street, City, State, Zip Code)

2402 Bowness Road N.W., Calgary, Alberta T2N 3L7

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Dennis A. Sharp

Business or Residence Address (Number and Street, City, State, Zip Code)

2204 - 400 Eau Claire Avenue S.W., Calgary, Alberta T2P 4X2

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

James M. Stanford

Business or Residence Address (Number and Street, City, State, Zip Code)

638 Stretton Terrace S.W., Calgary, Alberta T3H 1M6

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Dian Cohen

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Dian Cohen Productions Limited, 151 Kingscroft Road, Ayers' Cliff, Quebec JOB 1C0

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....

Yes No
[X] []

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....

\$ Not Applicable

3. Does the offering permit joint ownership of a single unit?.....

Yes No
[] [X]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
- [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$511,548.64	\$18,039.50
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total	\$511,548.64	\$18,039.50

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$ 0
Non-accredited Investors	1	\$18,039.50
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[] \$ _____
Printing and Engraving Costs	[] \$ _____
Legal Fees	[x] \$ 5,000.00
Accounting Fees	[] \$ _____
Engineering Fees	[] \$ _____
Sales Commissions (specify finders' fees separately)	[] \$ _____
Other Expenses (identify) _____	[] \$ _____
Total	[x] \$ 5,000.00

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ _____

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$ _____	[] \$ _____
Purchase of real estate	[] \$ _____	[] \$ _____
Purchase, rental or leasing and installation of machinery and equipment	[] \$ _____	[] \$ _____
Construction or leasing of plant buildings and facilities	[] \$ _____	[] \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$ _____	[] \$ _____
Repayment of indebtedness	[] \$ _____	[] \$ _____
Working capital	[] \$ _____	[x] \$ 506,548.64
Other (specify): _____	[] \$ _____	[] \$ _____
_____	[] \$ _____	[] \$ _____
_____	[] \$ _____	[] \$ _____
Column Totals	[] \$ _____	[x] \$ 506,548.64
Total Payments Listed (column totals added)	[x] \$ 506,548.64	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) PanCanadian Energy Corporation	Signature 	Date March 15, 2002
Name of Signer (Print or Type) Christopher A. Saunders	Title of Signer (Print or Type) General Manager and Comptroller	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)