

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 67282 / June 27, 2012

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3391 / June 27, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-14931

In the Matter of :

H. CLAYTON PETERSON, CPA :

Respondent. :

ORDER OF SUSPENSION PURSUANT
TO RULE 102(e)(2) OF THE
COMMISSION'S RULES OF PRACTICE

I.

The Securities and Exchange Commission deems it appropriate to issue an order of forthwith suspension of H. Clayton Peterson (“Clayton Peterson”) pursuant to Rule 102(e)(2) of the Commission’s Rules of Practice [17 C.F.R. 200.102(e)(2)].¹

II.

The Commission finds that:

1. Clayton Peterson, age 66, resides in Denver, Colorado, Phoenix, Arizona and Cabo San Lucas, Mexico. Now retired, he was a certified public accountant at Arthur Andersen for thirty years. He was licensed as a CPA by the state of Colorado; his license expired in 2003. From 2006 through 2010, he was a member of the board of directors of Mariner Energy Inc. (“Mariner Energy”) and served as the chairman of the board’s audit committee. He

¹ Rule 102(e)(2) provides in pertinent part: Any ... person who has been convicted of a felony or a misdemeanor involving moral turpitude shall be forthwith suspended from appearing or practicing before the Commission.”

has also served on the boards of directors of the real estate company, RE/Max International, Inc., and the oil and gas company, Lone Pine Resources, Inc.

2. On August 5, 2011, the Commission filed a civil action against Clayton Peterson in SEC v. H. Clayton Peterson et al., Civil Action No. 11-CV-5448 (S.D.N.Y.). On June 1, 2012, the Court entered an order permanently enjoining Clayton Peterson, by consent, from future violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder.

3. The Commission's complaint alleges that in April 2010 Clayton Peterson engaged in insider trading by tipping his son regarding the impending acquisition of Mariner Energy Inc. and instructing his son to purchase Mariner Energy securities for Clayton Peterson's daughter.

4. On August 5, 2011, Clayton Peterson pled guilty to one count of securities fraud and one count of conspiracy to commit securities fraud in violation of 15 U.S.C. §§ 78j(b) and 78ff and 18 U.S.C. § 371 before the United States District Court for the Southern District of New York, in United States v. H. Clayton Peterson, 11-CR-00665 (RPP).

III.

In view of the foregoing, the Commission finds that Clayton Peterson has been convicted of a felony within the meaning of Rule 102(e)(2) of the Commission's Rules of Practice.

Accordingly, it is ORDERED, that Clayton Peterson is forthwith suspended from appearing or practicing before the Commission pursuant to Rule 102(e)(2) of the Commission's Rules of Practice.

By the Commission.

Elizabeth M. Murphy
Secretary