

Sanchez Energy Corp
Form 4
April 18, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sanchez Patricio D.

(Last) (First) (Middle)

1000 MAIN STREET, SUITE 3000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Sanchez Energy Corp [SN]

3. Date of Earliest Transaction
(Month/Day/Year)

04/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	04/15/2017		A		50,000	A \$ 8.65	336,655	D	
Common Stock	04/15/2017		A		33,333	A \$ 8.65	369,988	D	
Common Stock	04/15/2017		M		50,000	D \$ 8.65	319,988	D	
Common Stock	04/15/2017		M		33,333	D \$ 8.65	286,655	D	
Common Stock							371,836	I	By 1988 Trust No. 14 ⁽¹⁾

By 1988
Trust No.
14 ⁽¹⁾

Edgar Filing: Sanchez Energy Corp - Form 4

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

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.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock	(2)	04/15/2017		M	50,000	04/15/2017 04/15/2017	Common Stock 50,000
Phantom Stock	(3)	04/15/2017		M	33,333	04/15/2017 04/15/2017	Common Stock 33,333

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sanchez Patricio D. 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002	Executive Vice President

Signatures

/s/ Patricio D.
Sanchez 04/18/2017

__Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

These shares are owned directly by 1988 Trust No. 14. Reporting Person is a co-trustee, along with A. R. Sanchez, Jr., a beneficiary of 1988 Trust No. 14. Reporting Person may be deemed to share voting and dispositive power over the shares held by 1988 Trust No. 14.

- (1) Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
- (2) Each share of phantom stock was the economic equivalent of one share of the Issuer's common stock, par value \$0.01 per share ("Common Stock"), vesting in five years or earlier if the Common Stock closing price equaled or exceeded certain benchmarks. The

Edgar Filing: Sanchez Energy Corp - Form 4

Reporting Person settled his shares of phantom stock for cash.

- (3) Each share of phantom stock was the economic equivalent of one share of Common Stock. The Reporting Person settled his shares of phantom stock for cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 number.