GRAN TIERRA ENERGY INC.
Form 4
May 10, 2016

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hardy David Eldon

(Last) (First) (Middle)

C/O GRAN TIERRA ENERGY INC., 200, 150 13 AVENUE SW

(Street)

CALGARY, A0 T2R 0V2

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GRAN TIERRA ENERGY INC. [GTE]

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2016

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 below) _____ Other (specify below)
VP Legal and General Counsel

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	05/07/2016		M		35,001	A	(1)	35,001	D	
Common Stock	05/07/2016		D		35,001	D	$ 2.7	0	D	
Common Stock								54,527	I	By Spouse

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)		8. D Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	05/07/2016		M			11,667	(2)	(2)	Common Stock	11,667	
Restricted Stock Units	(1)	05/07/2016		M			23,334	(3)	(3)	Common Stock	23,334	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hardy David Eldon C/O GRAN TIERRA ENERGY INC. 200, 150 13 AVENUE SW CALGARY, A0 T2R 0V2			VP Legal and General Counsel	

Signatures

/s/ David Hardy	05/10/2016
**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).

(1) Reflects vesting of shares subject to a restricted stock unit previously reported for which settlement was solely in cash.

(2) Each restricted stock unit represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units originally vested in three equal installments on March 1, 2015, March 1, 2016 and March 1, 2017. Due to an amendment of the Reporting Person's employment agreement, the remaining restricted stock units fully vested on May 7, 2016.

(3) Each restricted stock unit represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units originally vested in three equal installments on March 1, 2016, March 1, 2017 and March 1, 2018. Due to an amendment of the Reporting Person's employment agreement, the remaining restricted stock units fully vested on May 7, 2016.

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

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Explanation of Responses: