Parsley Energy, Inc. Form 4 February 23, 2015

### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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5. Relationship of Reporting Person(s) to

Issuer

**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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Dalton Ryan

(Print or Type Responses)

1. Name and Address of Reporting Person \*

		•	arsley l	Energy	, I1	nc. [PE]			(Che	eck all applicable	e)
(Last) 221 W. 6TH	(First) (1	(N	Date of Month/Da 2/19/20	ay/Year		ansaction			DirectorX Officer (give below)	10%	6 Owner er (specify
AUSTIN, T	(Street) X 78701		. If Amer			te Original			6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		erson
(City)	(State)	(Zip)	Table	e I - Nor	n-D	erivative S	Securit	ties Acc	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution D any (Month/Day	Date, if	3. Transac Code (Instr. 8	8)	4. Securitin(A) or Dis (D) (Instr. 3, 4)	sposed	of	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)
Class A common stock	02/19/2015			A		29,850 (1)	A	\$0	442,644	D	
Class A common stock									416,099	I	By Butte Family Partners, LLC (2)
Class B common stock (3)									1,076,327	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	;		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
				~					of	
				Code \	V (A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address
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Director 10% Owner Officer Other

Dalton Ryan

221 W. 6TH STREET, SUITE 750 See Remarks

**AUSTIN, TX 78701** 

# **Signatures**

/s/ Ryan Dalton, by Colin Roberts, as Attorney-in-Fact 02/19/2015

\*\*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) Restricted Stock Unit Award pursuant to the Parsley Energy, Inc. 2014 Long Term Incentive Plan. The award vests in full on the third anniversary of the grant date.
- (2) Butte Family Partners, LLC is an entity owned by Mr. Dalton and certain members of his family.
- (3) Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by stockholders generally.

#### **Remarks:**

Vice President-Chief Financial Officer

Reporting Owners 2

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