

HALCON RESOURCES CORP

Form 4

March 02, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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

(Print or Type Responses)

 1. Name and Address of Reporting Person *
 Elkouri David S

 2. Issuer Name and Ticker or Trading Symbol
 HALCON RESOURCES CORP
 [HK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 (Last) (First) (Middle)
 1000 LOUISIANA STREET, SUITE
 6700

 3. Date of Earliest Transaction
 (Month/Day/Year)
 02/25/2015

 _____ Director _____ 10% Owner
☒ Officer (give title below) _____ Other (specify below)
 EVP, Corp Strategy and CLO

 (Street)
 HOUSTON, TX 77002

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

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

(City) (State) (Zip)

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)
Common Stock	02/25/2015		G	V 50,000 D \$ 0	264,551	D	
Common Stock	02/26/2015		A	151,408 A \$ 0	415,959	D	
Common Stock	02/27/2015		F ⁽¹⁾	4,682 D \$ 1.92	411,277	D	
Common Stock	02/28/2015		F ⁽²⁾	6,955 D \$ 1.92	404,322	D	
Common Stock	03/02/2015		J ⁽³⁾	V 741 A \$ 0	405,063	D	

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Common Stock	21,500	I	By Trust ⁽⁴⁾
Common Stock	15,000	I	By IRA
Common Stock	30,000	I	By IRA

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

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(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 Number Shares
Employee Stock Options (Right to buy)	\$ 1.97	02/26/2015		A		355,176		<u>(5)</u>	02/26/2026	Common Stock	355,176

Reporting Owners

Reporting Owner Name / Address	Relationships
Elkouri David S 1000 LOUISIANA STREET, SUITE 6700 HOUSTON, TX 77002	Director 10% Owner Officer Other EVP, Corp Strategy and CLO

Signatures

David S. Elkouri 03/02/2015

**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) Represents shares withheld to satisfy withholding taxes applicable upon vesting of the February 27, 2014 restricted stock grant.

(2) Represents shares withheld to satisfy withholding taxes applicable upon vesting of the February 28, 2013 restricted stock grant.

On January 30, 2015, Halcon Resources Corporation ("Halcon") declared a stock dividend, payable to all Series A Cumulative Perpetual Convertible Preferred Stock holders of record on February 13, 2015. As a result, the reporting person received 741 shares of Halcon stock on March 2, 2015.

These shares are held in trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for Section 16 or any other purpose.

(5) The option vests in three equal annual installments beginning February 26, 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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