

Sanchez Patricio D.
Form 4
April 18, 2018

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 *
Sanchez Patricio D.

2. Issuer Name and Ticker or Trading Symbol
Sanchez Energy Corp [SN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 MAIN STREET, SUITE 3000

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/16/2018 | | M | | 33,333 | A | ① 694,298 |
| Common Stock | 04/16/2018 | | D | | 33,333 | D | \$ 3.74 660,965 |
| Common Stock | 04/17/2018 | | A | | 253,116 (2) | A | ② 914,081 |
| Common Stock | 04/17/2018 | | S | | 13,202 (3) | A | \$ 3.716 900,879 |
| Common Stock | | | | | | | 371,836 |

By 1988
Trust No.
14 (4)

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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Phantom Stock | (1) | 04/16/2018 | | M | 33,333 | 04/16/2018 ⁽⁵⁾ 04/16/2018 ⁽⁵⁾ | Common Stock |
| Phantom Stock | (6) | 04/17/2018 | | A | 253,115 | 04/19/2021 ⁽⁵⁾ 04/19/2021 ⁽⁵⁾ | Common Stock |

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
04/18/2018

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) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock, par value \$0.01 per share. The Reporting Person settled his shares of phantom stock for cash.
- (2) Represents a grant of restricted stock Reporting Person received from the Issuer.
- (3) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the Reporting Person and was used to satisfy the Reporting Person's federal income tax obligations with respect to the vesting of equity awards.
- (4) These shares are owned directly by 1988 Trust No. 14. Reporting Person is a co-trustee, along with A. R. Sanchez, Jr., and 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. 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

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for purposes of Section 16 or any other purpose.

- (5) Phantom stock is payable only in cash, which vests in equal annual increments over a three-year period.
- (6) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock, par value \$0.01 per share.

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.