Sanchez Energy Corp Form 4 December 20, 2012

### 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Filed pursus Section 17(a)

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SANCHEZ ANTONIO R JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol Sanchez Energy Corp [SN]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	(Middle) 3. Date	of Earliest	Transaction	(C	песк ан аррис	aule)			
		(Montl	n/Day/Year)		_X_ Director		_ 10% Owner			
1111 BAC	BBY STREET, SU	JITE 12/18	/2012		_X_ Officer ( below)	give title below				
1800					· · · · · · · · · · · · · · · · · · ·	Chairman of	·			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
	Filed(N	Filed(Month/Day/Year)			Applicable Line)					
HOUSTO		_X_ Form filed by One Reporting Form filed by More than One Person				•				
(City)	(State)	(Zip) Ta	able I - Non	-Derivative Securities Ac	quired, Dispose	d of, or Benef	icially Owned			
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transact	or(A) or Disposed of (D)	Securities	Ownership	Indirect			
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial			
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership			

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqı	uired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		ransaction(A) or Disposed of (D)			Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	10/10/0010			300,000		(1)	200,000	Ъ	
Stock	12/18/2012		A	(1)	A	<u>(1)</u>	300,000	D	
				_					
									By Sanchez
Common							158,250	I	Energy
Stock							136,230	1	Partners I, LP
									(2)
Common									By San Juan
Stock							2,019,333	I	Oil & Gas
Stock									No. 2, Ltd. $(3)$
Common									By Sanexco,
							2,019,333	I	
Stock									Ltd. <u>(4)</u>

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Common Stock	113,366	I	Management I, LLC (5)
Common Stock	1,232,856	I	By Sanchez Oil & Gas Corporation (6)

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transactic Code (Instr. 8)	5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
SANCHEZ ANTONIO R JR 1111 BAGBY STREET SUITE 1800 HOUSTON, TX 77002	X	X	Exec. Chairman of the BOD				

### **Signatures**

/s/ Alfredo Gutierrez,
Attorney-in-Fact 12/20/2012

\*\*Signature of Reporting Person Date

Reporting Owners 2

#### **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 a grant of restricted stock the reporting person received from Sanchez Energy Corporation.
  - These shares are owned directly by Sanchez Energy Partners I, LP ("SEP I"). SEP I is controlled by its general partner, SEP Management I, LLC ("SEP Management"), which is a wholly-owned subsidiary of Sanchez Oil & Gas Corporation ("SOG"). SOG is managed by A. R.
- (2) Sanchez, Jr. and Antonio R. Sanchez, III. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by SEP I. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.
  - These shares are owned directly by San Juan Oil & Gas No. 2, Ltd. ("San Juan"). San Juan is controlled by its general partner, Sanchez Management Corporation ("SMC"), which is managed by A. R. Sanchez, Jr. A. R. Sanchez, Jr. may be deemed to share voting and
- (3) dispositive power over the shares held by San Juan. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.
  - These shares are owned directly by Sanexco, Ltd. ("Sanexco"). Sanexco is controlled by its general partner, SMC, which is managed by A. R. Sanchez, Jr. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by Sanexco. A. R.
- (4) Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.
  - These shares are owned directly by SEP Management. SEP Management is a wholly-owned subsidiary of SOG. SOG is managed by A. R. Sanchez, Jr. and Antonio R. Sanchez, III. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held
- (5) by SEP Management. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.
- These shares are owned directly by SOG. SOG is managed by A. R. Sanchez, Jr. and Antonio R. Sanchez, III. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by SOG. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.

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.