Sanchez Energy Corp Form 4 January 07, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

Common

Stock

1. Name and Address of Reporting Person \*

SANCHEZ ANTONIO R III			Symbol					Issuer				
			Sanche	Sanchez Energy Corp [SN]					(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)					_X_ Director 10% Owner X_ Officer (give title Other (specify below) President and CEO				
1000 MAIN STREET, SUITE 3000			01/05/2015									
(Street)				4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
HOUSTON	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
								Person				
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative S	Securi	ties Acc	quired, Disposed	of, or Benefic	cially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	01/05/2015			Code V A	Amount 450,000 (1)	or (D)	Price (1)	(Instr. 3 and 4) 857,000	D			
Common Stock								879,472	I	By Sanchez Oil & Gas Corporation		

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

By 1988

(3)

Trust No. 11

371,836

Ι

#### Edgar Filing: Sanchez Energy Corp - Form 4

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)

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. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration Date	or Title Number			
						Exercisable					
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANCHEZ ANTONIO R III 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002

\*\*Signature of Reporting Person

X

President and CEO

## **Signatures**

/s/ Alfredo Gutierrez,

Attorney-in-Fact 01/07/2015

### **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).

Date

Represents a grant of restricted stock Reporting Person received from Sanchez Energy Corporation. In connection with the vesting of a portion of prior years' awards of restricted stock, Reporting Person elected to terminate his 10b5-1 trading plan and to retain the gross number of shares received from such vesting by paying approximately \$635,000 in cash personally for the related tax withholding obligations.

These shares are owned directly by Sanchez Oil & Gas Corporation ("SOG"). SOG is managed by A. R. Sanchez, Jr. and Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by SOG. Reporting Person disclaims

(2) 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 for purposes of Section 16 or any other purpose.

**(3)** 

Reporting Owners 2

#### Edgar Filing: Sanchez Energy Corp - Form 4

These shares are owned directly by 1988 Trust No. 11. Reporting Person is a co-trustee, along with A. R. Sanchez, Jr., a beneficiary of 1988 Trust No. 11. Reporting Person may be deemed to share voting and dispositive power over the shares held by 1988 Trust No. 11. 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 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.