Sanchez Energy Corp Form 4 January 07, 2016

## FORM 4

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

**OMB APPROVAL** OMB 3235-0287

Number: January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hink Kirsten A			Symbol		Ticker or Trading  Corp [SN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			()				
			(Month/D	ay/Year)		Directo	or 10	% Owner		
1000 MAIN STREET, SUITE 3000			01/05/2	016		_X_ Officer below)	r (give title Of below) Senior VP & CAC	· · · · · · · · · · · · · · · · · · ·		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person					
HOUSTON, TX 77002						Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	Perivative Securities Acq	uired, Dispos	sed of, or Beneficia	ally Owned		
1.Title of	2. Transaction	Date 2A. Dee	med	3.	4. Securities Acquired	5. Amount o	of 6. Ownership	7. Nature		
Security	(Month/Day/Y	ear) Execution	on Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect		

(City)	(State)	Table Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	n Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)		4. Securit on(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	01/05/2016		F	2,286 (1)	D	\$ 4.25	136,150	D		
Common Stock	01/06/2016		A	40,000 (2)	A	<u>(2)</u>	176,150	D		
Common Stock	01/06/2016		F	1,959 (1)	D	\$ 3.91	174,191	D		
Common Stock	01/07/2016		F	1,306 (1)	D	\$ 3.79	172,885	D		

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

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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	Transactio	onNumber	Expiration D	ate	Amoun	t 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)						
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C-J- V	(A) (D)			of			
				Coue v	(A) (D)			7	Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hink Kirsten A 1000 MAIN STREET, SUITE 3000

Senior VP & CAO

# **Signatures**

/s/ Alfredo Gutierrez,

HOUSTON, TX 77002

Attorney-in-Fact 01/07/2016

\*\*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).
- The purpose of the disposition reported on this Form 4 was to satisfy the Reporting Person's federal income tax obligations with respect to (1) the vesting of equity awards. The Reporting Person sold these securities at the above specified price, which price represents the closing price on the New York Stock Exchange on the transaction date, to SN Midstream, LLC, which is a wholly-owned subsidiary of the Issuer.
- (2) Represents a grant of restricted stock Reporting Person received from the Issuer.

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.

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