Sanchez Energy Corp Form 4 January 11, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

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

Section 16.
Form 4 or
Form 5
obligations
may continue.

SECURITIES

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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

See Instruction 1(b).

(Print or Type Responses)

	Address of Repo	_	2. Issuer Name and Symbol	l Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	Sanchez Energy 3. Date of Earliest Tr	*	(Check all applicable)			
1111 BAGE 1600	BY STREET,	SUITE	(Month/Day/Year) 01/09/2012		DirectorX 10% Owner Officer (give titleX Other (specify below)  Director by Deputization			
	(Street)		4. If Amendment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
HOUSTON	, TX 77002		Filed(Month/Day/Year	r)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			
1 Title of	2. Transaction	Date 2A Dee	emed 3.	4. Securities Acquired	5. Amount of 6. Ownership 7. Nature			

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	ecuriti	es Acqı	uired, Disposed of	f, or Beneficial	ly 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. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	01/09/2012		A	350,000 (1)	A	<u>(1)</u>	350,000	D	
Common Stock							21,340,909	I	See footnote (2)

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

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SEC 1474

(9-02)

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b></b>	Director	10% Owner	Officer	Other				
SANCHEZ ANTONIO R JR								
1111 BAGBY STREET		X		Director by				
SUITE 1600		Λ		Deputization				
HOUSTON, TX 77002								

## **Signatures**

/s/ Alfredo Gutierrez, Attorney-in-Fact

01/11/2012 Date

\*\*Signature of Reporting Person

### **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 350,000 shares of restricted stock received by A.R. Sanchez, Jr. 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, which is a wholly-owned subsidiary of Sanchez Oil & Gas Corporation ("SOG"). SOG is managed by A.R. Sanchez, Jr. and

Antonio R. Sanchez, III. A.R. Sanchez, Jr. shares voting and dispositive power over the shares controlled 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 of all of the reported securities for purposes of Section 16 or any other purpose.

#### **Remarks:**

Exhibit 24 - Power of Attorney

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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