Sanchez Energy Corp Form 4 January 10, 2014

Check this box

if no longer

## FORM 4

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

**OMB** 3235-0287 Number:

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**OMB APPROVAL** 

subject to **SECURITIES** Section 16.

Symbol

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Form 4 or Form 5 obligations may continue. 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

2. Issuer Name and Ticker or Trading

Sanchez Energy Corp [SN]

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SANCHEZ ANTONIO R III

								(Cli	еск ан арриса	able)		
(Last)	(First)	(Middle)	3. Date	of Earliest	Transactio	n						
			(Month	/Day/Year	)			_X_ Director		10% Owner		
1111 BAGBY STREET,, SUITE				2014				X Officer (give title Other (specify				
1800								below) below)				
1600								President and CEO				
	(Street)		4. If Ar	nendment,	Date Origin	nal		6. Individual or Joint/Group Filing(Check				
			Filed(M	Ionth/Day/Y	ear)			Applicable Line)				
				·				_X_ Form filed by	One Reporting	g Person		
HOUSTO						Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Ta	ble I - Nor	ı-Derivativ	e Seci	urities Acq	uired, Disposed	of, or Benefi	cially Owned		
1.Title of	2 Transportion Date	24 Daam					•	· · · · · ·	6.	7. Nature of		
	2. Transaction Date	Execution		3. 4. Securities Acquired (A) if Transaction Disposed of (D)				Securities	Ownership	Indirect		
Security (Instr. 3)	(Month/Day/Year)	any	Date, II	Code	(Instr. 3,			Beneficially	Form:	Beneficial		
(IIISII. 3)		(Month/Da	w/Vear)	(Instr. 8)	(111811. 5,	+ and .	3)	Owned	Direct (D)	Ownership		
		(Monui/Da	iy/ i cai)	(msu. o)				Following	or Indirect	(Instr. 4)		
								Reported	(I)	(111301. 4)		
						(A)		Transaction(s)	(Instr. 4)			
						or		(Instr. 3 and 4)	(Instr. 1)			
				Code V	Amount	(D)	Price	(Instr. 5 tile 1)				
Common					42 000		\$					
	01/08/2014			F	43,000	D	24.145	407,000	D			
Stock					(1)		(2)	, , , , , , ,				
							<u> </u>					
										By Sanchez		
Common										Oil & Gas		
Stock								1,141,106	I			
Stock										Corporation		
										<u>(3)</u>		
										By 1988		
Common								271 026	т	Trust No. 11		
Stock								371,836	I			
										<u>(4)</u>		
								50,000	I			
								,				

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

Common By TAEP Stock Security Trust (5)

Shares

By SEP Common 113,366 Ι Management Stock I, LLC (6)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	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		Securiti	ies	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	3 and 4)	, , ,	Own
	Security				Acquired			•			Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					, ,						
								A	Amount		
						Date	Expiration	C	or		
						Exercisable	Date	Title 1	Number		
						Exercisable	Date	C	of		

Relationships

# **Reporting Owners**

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other
SANCHEZ ANTONIO R III				

1111 BAGBY STREET, **SUITE 1800** HOUSTON, TX 77002

X

President and CEO

Code V (A) (D)

**Signatures** 

/s/ Alfredo Gutierrez,

01/10/2014 Attorney-in-Fact \*\*Signature of Reporting Person Date

2 Reporting Owners

### **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) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the Reporting Person on October 10, 2013 and was used to satisfy the Reporting Person's federal income tax obligations with respect to the vesting of equity awards.
- This transaction was executed in multiple trades at prices ranging from \$23.81 to \$24.86. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the Securities and Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
  - 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
- (3) 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.
  - These shares are owned directly by 1988 Trust No. 11. Reporting Person is a co-trustee, along with A. R. Sanchez, Jr., and 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.
- (4) 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.
  - These shares are owned directly by TAEP Security Trust ("TAEP"), a life insurance trust of which A. R. Sanchez, Jr. and his wife are the settlors, Reporting Person and US Trust Co. of Texas (Bank of America) are co-trustees, and each child and grandchild of the settlors are
- the beneficiaries. As a co-trustee and beneficiary of TAEP, Reporting Person may be deemed to share voting and dispositive power over the shares held by TAEP. 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.
  - These shares are owned directly by SEP Management I, LLC ("SEP Management"). SEP Management is a wholly-owned subsidiary of SOG. SOG is managed by A. R. Sanchez, Jr. and Reporting Person. Reporting Person may be deemed to share voting and dispositive
- (6) power over the shares held by SEP Management. 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.