Parsley Energy, Inc. Form 4 January 16, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average 0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

13,326,200

1,711,269

D

Ι

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

obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

common stock Class A

common

1. Name and Address of Reporting Person \*

Sheffield	Bryan		Symbol Parsle		, Inc. [PI	Ξ]		Issuer	heck all appli	cable)	
(Last)	(First)		3. Date of Earliest Transaction (Month/Day/Year)					X Director		10% Owner	
221 W. 67	ΓΗ STREET, SU		)1/14/	-	,			X Officer (g		Other (specify	
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
AUSTIN,	TX 78701								y More than O	•	
(City)	(State)	(Zip)	Ta	ble I - No	n-Derivativ	e Sec	urities Ac	quired, Dispose	d of, or Benef	ficially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ŕ	3. Transacti Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A common stock	01/14/2015			S	9,813 (1)	D	\$ 14.79 (2)	30,800	I	By Marbella Interests, LLC	
Class A common stock	01/14/2015			S	30,800 (1)	D	\$ 14.15 (4)	0	I	By Marbella Interests, LLC	
Class A											

By Sheffield

Energy

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stock			Management, LLC (5)			
Class B common stock (6)	22,716,573	D				
Class B common stock (6)	1,802,178	I	By Sheffield Energy Management, LLC (4)			
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						

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
Sheffield Bryan 221 W. 6TH STREET, SUITE 750 AUSTIN, TX 78701	X	X	Director, President and CEO				

## **Signatures**

/s/ Bryan Sheffield, by Colin Roberts, as
Attorney-in-Fact
01/14/2015

\*\*Signature of Reporting Person

Reporting Owners 2

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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Marbella Interests, LLC and Mr. Sheffield on November 19, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.55 to \$15.03, inclusive. The reporting person undertakes to provide to Parsley Energy, Inc., any security holder of Parsley Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (4) to this Form 4.
- (3) Mr. Sheffield has sole voting and dispositive power over these shares. Marbella Interests, LLC is an entity owned by Mr. Sheffield and certain members of his family.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.55 to \$14.54, inclusive.
- (5) Mr. Sheffield has voting and dispositive power over these shares.
- (6) Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by stockholders generally.

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.