

Johnson Kenneth Wayne
 Form 4
 November 30, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Johnson Kenneth Wayne

2. Issuer Name and Ticker or Trading Symbol
 ABRAXAS PETROLEUM CORP
 [AXAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 18803 MEISNER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President - Operations

SAN ANTONIO, TX 78258

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Abraxas Petroleum Corp Common Stock | 11/06/2018 | | A | | 103,539 | A | \$ 1.8 |
| Abraxas Petroleum Corp Common Stock | | | | | | | 31,346 |
| | | | | | | I | 401-K |

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 0.99 | | | | | 03/17/2010 | 03/17/2019 | Abraxas Petroleum Corp Common Stock | 11,250 |
| Employee Stock Option | \$ 1.75 | | | | | 10/05/2010 | 10/05/2019 | Abraxas Petroleum Corp Common Stock | 31,875 |
| Employee Stock Option | \$ 2.09 | | | | | 03/16/2011 | 03/16/2020 | Abraxas Petroleum Corp Common Stock | 33,000 |
| Employee Stock Option | \$ 4.72 | | | | | 03/15/2012 | 03/15/2021 | Abraxas Petroleum Corp Common Stock | 15,000 |
| Employee Stock Option | \$ 3.55 | | | | | 08/09/2012 | 08/09/2021 | Abraxas Petroleum Corp Common Stock | 25,000 |
| Employee Stock Option | \$ 3.74 | | | | | 03/08/2013 | 03/08/2022 | Abraxas Petroleum | 9,500 |

| Instrument | Exercise Price | Grant Date | Expiration Date | Underlying Security | Quantity |
|------------------------------------|----------------|------------|---------------------------|-------------------------------------|----------|
| Employee Stock Option | \$ 2.39 | 05/14/2014 | 05/14/2023 | Abraxas Petroleum Corp Common Stock | 21,500 |
| Employee Stock Option | \$ 3.15 | 03/11/2015 | 03/11/2024 | Abraxas Petroleum Corp Common Stock | 23,000 |
| Employee Stock Option | \$ 0.97 | 03/15/2017 | 03/15/2026 | Abraxas Petroleum Corp Common Stock | 77,000 |
| Performance based restricted stock | \$ 2.37 | 04/01/2021 | 04/01/2021 ⁽¹⁾ | Abraxas Petroleum Corp Common Stock | 27,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Kenneth Wayne 18803 MEISNER DRIVE SAN ANTONIO, TX 78258 | | | Vice President - Operations | |

Signatures

Kenneth W. Johnson
11/30/2018
**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).
- (1) Each performance-based restricted stock unit (RSU) represents the right to receive, following vesting, up to 200% of one share of Abraxas Petroleum common stock. The resulting number of shares of Abraxas Petroleum common stock acquired upon vesting of the performance based RSU is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three year period beginning April 1, 2018 and ending April 1, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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