PDC ENERGY, INC. Form 4

January 15, 2016

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

**OMB APPROVAL** 

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

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3235-0287

January 31,

2005

0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

1(b).

(Print or Type Responses)

DENVER, CO 80203

PARKE DAVID C Issuer Symbol PDC ENERGY, INC. [PDCE] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title 1775 SHERMAN STREET, #3000 01/13/2016 below)

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original

> Filed(Month/Day/Year) Applicable Line)

\_X\_ 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 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

**COMMON** 01/13/2016 D 1,126 D  $22,126^{(1)}$ D <u>(1)</u> **STOCK** 

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)

#### Edgar Filing: PDC ENERGY, INC. - Form 4

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. Transac Code (Instr. 3		5. Numb one Deriv Securitic Acquire (A) or Dispose (D) (Instr. 3 and 5)	erivative Expiration Date (Month/Day/Year) ired rosed of3, 4,		ate	7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK	<u>(2)</u>	01/13/2016		A		1,126		<u>(3)</u>	<u>(3)</u>	COMMON STOCK	1,126

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
ARKE DAVID C							
775 SHERMAN STREET, #3000	X						
ENVER CO 80203							

# **Signatures**

PA 17

/s/ David C.
Parke

\*\*Signature of Reporting Person

O1/15/2016

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 reporting person previously elected to defer 1,126 shares of restricted stock vesting on January 13, 2016 (the shares of restricted stock were originally granted on January 13, 2015), and accordingly received 1,126 shares of phantom stock on January 13, 2016

- pursuant to the PDC Energy, Inc. Amended and Restated Non-Employee Director Deferred Compensation Plan (the "Plan"). As a result, the reporting person is reporting the disposition of 1,126 shares of common stock in exchange for an equal number of shares of phantom stock. The shares shown in column 9 of Table II include 570.584 shares previously acquired pursuant to the Plan and previously reported in Table I of reporting person's Form 4 filings.
- (2) Each share of phantom stock represents a right to receive one share of common stock or, at the reporting person's election, the cash value thereof.
- The phantom stock becomes payable upon the first to occur of (1) the reporting person's "separation of service" as defined under Section 409A of the Internal Revenue Code of 1986, as amended, or (2) a "Change in Control" of PDC Energy, Inc. as such item is defined in the Plan.

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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