

Cade Denise R  
Form 4  
July 26, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Cade Denise R

2. Issuer Name and Ticker or Trading Symbol  
SunCoke Energy, Inc. [SXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1011 WARRENVILLE ROAD, SUITE 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/26/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Senior Vice President and Gene

LISLE, IL 60532  
(City) (State) (Zip)

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

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

**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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	------------------------------------	--	---

Edgar Filing: Cade Denise R - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy) <sup>(1)</sup>	\$ 17.39	07/26/2011	A			61,616		07/23/2012	07/23/2021	Common Stock	61,616
Common Stock Unit <sup>(2)</sup>	<sup>(3)</sup>	07/26/2011	A			10,523		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	10,523

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cade Denise R 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532			Senior Vice President and Gene	

### Signatures

/s/ John J. DiRocco, Jr., 07/26/2011  
attorney-in-fact

<sup>\*\*</sup>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) Grant of stock options (right to buy SunCoke Energy, Inc. common stock), contingent upon the closing of the registrant's initial public offering. These options were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3, and are exercisable in one-third installments on the anniversary of the date of grant.
- (2) Grant of restricted common stock units contingent upon the closing of the registrant's initial public offering. These units were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. Half of these units vest ratably in increments of one-third at the end of each of three annual vesting cycles. The remaining half vests on the fourth anniversary of the date of grant. Incremental settlement is contingent only upon the continued employment of reporting person with SunCoke Energy, Inc. through the end of each vesting cycle.
- (3) Conversion rate is 1 for 1.
- (4) Not applicable.

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.