

HENDERSON FREDERICK A  
 Form 4  
 February 16, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
**HENDERSON FREDERICK A**

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)  
**02/15/2012**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
**Chairman & CEO**

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	28,000	D	

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)**

## Edgar Filing: HENDERSON FREDERICK A - 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. 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 Number Shares
Common Stock Units <u>(1)</u>	<u>(2)</u>	02/15/2012		A	67,227	<u>(3)</u>	<u>(3)</u>	Common Stock	67,227
Stock Options (Right to Buy) <u>(4)</u>	\$ 14.28	02/15/2012		A	393,386	02/15/2013	02/15/2022	Common Stock	393,386

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDERSON FREDERICK A 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532				Chairman & CEO

## Signatures

/s/ Jaime M. Lamana,  
attorney-in-fact

02/16/2012

\_\_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).

Grant of restricted common stock units pursuant to the Employment Letter Agreement, dated as of September 2, 2010 and amended as of May 25, 2011 (the "Letter Agreement"), made by Sunoco, Inc. and accepted by Frederick A. Henderson, and awarded under the SunCoke

(1) Energy, Inc. Long-Term Performance Enhancement Plan (the "LTPEP"), in a transaction exempt under Rule 16b-3. These restricted share units will vest subject to continued employment, in equal one-fourth installments on the first, second, third and fourth anniversaries of the date of grant.

(2) Conversion rate is 1 for 1.

(3) Not applicable.

Grant of stock options (right to buy SunCoke Energy, Inc. common stock) pursuant to the Letter Agreement and awarded under the

(4) LTPEP, in a transaction exempt under Rule 16b-3. These stock options are exercisable in one-third installments on the anniversary of the date of grant.

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.