Hinson Mike Form 4 August 10, 2018

FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

Expires: January 31, 2005

3235-0287

OMB APPROVAL

Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

Class A common

common

stock (3)

stock Class B 08/10/2018

08/10/2018

(Print or Type Responses)

1. Name and Address of Reporting Person *

Hinson Mike			Symbol Parsley Energy, Inc. [PE]					Issuer (Check all applicable)			
(Last)	(First)	(Middle)			Transaction			Director			
303 COLO 3000	(Month/Day/Year) 08/10/2018					Director 10% OwnerX Officer (give title Other (specify below) See Remarks					
(Street)			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
AUSTIN,						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securities oner Disposed (Instr. 3, 4	d of (Ľ))	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	08/10/2018			C	250,000 (1)	A	\$ 0	663,978	D		

250,000 D

250,000

30.24 413,978

1,287,610

(2)

\$0

D

D

D

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

S

J

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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. Transactio Code (Instr. 8)	5. Number of or 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 of Number of Shares
Parsley Energy, LLC Membership Units	\$ 0 (4)	08/10/2018		C	250,000	(1)(4)	(1)(4)	Class A common stock	250,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hinson Mike

303 COLORADO STREET, SUITE 3000 AUSTIN, TX 78701 See Remarks

Signatures

/s/ Mike Hinson, by Colin Roberts, as Attorney-in-Fact

08/10/2018

**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).
- On August 10, 2018, the Reporting Person, pursuant to the terms of the Second Amended and Restated Limited Liability Company
 Agreement of Parsley Energy, LLC, dated April 20, 2017, by and among Parsley Energy, LLC and the members thereof (the "PE LLC Agreement"), exchanged 250,000 membership units of Parsley Energy, LLC (with a corresponding number of shares of Class B common stock) for 250,000 shares of Class A common stock of Parsley Energy, Inc.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.15 to \$30.43, 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 range set forth in this footnote.
- (3) 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.

Reporting Owners 2

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Subject to the terms of the PE LLC Agreement, the membership units of Parsley Energy, LLC (together with a corresponding number of shares of Class B common stock) are exchangeable from time to time for Class A common stock at an exchange ratio of one share of Class A common stock for each membership unit of Parsley Energy, LLC (and a corresponding share of Class B common stock) exchanged.

Remarks:

Senior Vice President-Corporate Development

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.