Sanchez Energy Corp Form 4 March 03, 2017

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if no longer

subject to

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

1(b).

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 * SANCHEZ ANTONIO R JR			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Sanchez Energy Corp [SN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	_X_ Director 10% Owner		
1000 MAIN STREET, SUITE 3000			03/01/2017	_X_ Officer (give title Other (specify below)		
				Executive Chairman of the BOD		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
HOUSTON, TX 77002				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	e 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)	Code (Instr. 3, 4 and 5) Beneficially Fo Owned Di Following or Reported (I) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price	wnership Indirect orm: Beneficial irect (D) Ownership Indirect (Instr. 4)
Common Stock	03/01/2017		A $\frac{245,234}{(1)}$ A (1) 1,758,255 D	
Common Stock			200,000 I	By: Sanchez 2016 GRAT No. 1 (2)
Common Stock			199,489 I	By: Sanchez 2016 GRAT No. 2 (2)
Common Stock			879,472 I	By Sanchez Oil & Gas Corporation

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			(3)
Common Stock	175,036	I	By 1988 Trust No. 13
Common Stock	26,213	I	By Alicia M. Sanchez Charitable Lead Annuity Trust (5)
Common Stock	707,333	I	By Sanexco, Ltd. <u>(6)</u>
Common Stock	371,836	I	By 1988 Trust No. 11
Common Stock	371,836	I	By 1988 Trust No. 12
Common Stock	371,836	I	By 1988 Trust No. 14
Common Stock	707,333	I	By San Juan Oil & Gas No. 2, Ltd.
Common Stock	474,800	I	By AEP Ltd. Partnership (8)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	Date Exercisable	e and Expiration	7. Title and An
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Date		Underlying Sec
Security	or Exercise		any	Code	Securities	(Month/Day/Year))	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or			
	Derivative				Disposed of (D)			
	Security				(Instr. 3, 4, and			
					5)			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title A

Phantom Stock 9 03/01/2017 A 245,234 03/01/2022(10) 03/01/2022(10) Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANCHEZ ANTONIO R JR

1000 MAIN STREET, SUITE 3000 X Executive Chairman of the BOD HOUSTON, TX 77002

Signatures

/s/ Antonio R. Sanchez, Jr. 03/03/2017

**Signature of Reporting Date
Person

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) Represents a grant of restricted stock Reporting Person received from the Issuer.
 - For estate planning purposes, Reporting Person is the sole trustee of both Sanchez 2016 GRAT No. 1 and Sanchez 2016 GRAT No. 2 (collectively, the "2016 Trusts"). Reporting Person may be deemed to share voting and dispositive power over the shares held by the
- (2) 2016 Trusts. Reporting Person disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
 - These shares are owned directly by Sanchez Oil & Gas Corporation ("SOG"). SOG is managed by Reporting Person and other members of the Sanchez family. Reporting Person may be deemed to share voting and dispositive power over the shares held by SOG. Reporting
- (3) Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
 - These shares are owned directly by the following trusts (the "Trusts"), respectively: (i) 1988 Trust No. 11: co-trustee/beneficiary Antonio R. Sanchez, III; (ii) 1988 Trust No. 12: co-trustee/beneficiary Ana Lee Sanchez Jacobs; (iii) 1988 Trust No. 13 co-trustee/beneficiary Eduardo Sanchez; and (iv) 1988 Trust No. 14 co-trustee/beneficiary Patricio Sanchez. Reporting Person is a co-trustee, along with the respective co-trustees and beneficiaries listed next to the name of the Trust above, of each of the Trusts set
- forth above. Reporting Person may be deemed to share voting and dispositive power over the shares held by the Trusts. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
- These shares are owned directly by the Alicia M. Sanchez Charitable Lead Annuity Trust ("CLAT"). Reporting Person is the sole trustee of CLAT. Reporting Person disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
- These shares are owned directly by Sanexco, Ltd. ("Sanexco"). Sanexco is controlled by its general partner, Sanchez Management Corporation ("SMC"), which is managed by Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by Sanexco. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(7)

Reporting Owners 3

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These shares are owned directly by San Juan Oil & Gas No. 2, Ltd. ("San Juan"). San Juan is controlled by its general partner, SMC, which is managed by Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by San Juan. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

These shares are owned directly by AEP Ltd. Partnership ("AEP"). AEP is controlled by its general partner, Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by AEP. Reporting Person disclaims beneficial

- (8) ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
- (9) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock, par value \$0.01 per share.
- (10) Phantom stock is payable only in cash, which vests in equal annual increments over a five-year period.

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.