

SANCHEZ ANTONIO R JR
 Form 4
 April 19, 2018

FORM 4

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

OMB APPROVAL

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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 *
 SANCHEZ ANTONIO R JR

(Last) (First) (Middle)
 1000 MAIN STREET, SUITE 3000
 (Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Sanchez Energy Corp [SN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/17/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman of the BOD

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	04/17/2018		A		506,231 (1)	A	(1) 2,263,757
Common Stock						I	By Sanchez Oil & Gas Corporation (2)
Common Stock						I	By 1988 Trust No. 13 (3)
Common Stock						I	By Alicia M. Sanchez

Common Stock				707,333	I	Charitable Lead Annuity Trust ⁽⁴⁾ By Sanexco, Ltd. ⁽⁵⁾
Common Stock				371,836	I	By 1988 Trust No. 11 ⁽³⁾
Common Stock				371,836	I	By 1988 Trust No. 12 ⁽³⁾
Common Stock				371,836	I	By 1988 Trust No. 14 ⁽³⁾
Common Stock				707,333	I	By San Juan Oil & Gas No. 2, Ltd. ⁽⁶⁾
Common Stock				474,800	I	By AEP Ltd. Partnership ⁽⁷⁾

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

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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. 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Phantom Stock	<u>(8)</u>	04/17/2018		A	506,231	04/19/2021 ⁽⁹⁾	04/19/2021 ⁽⁹⁾	Common Stock	50

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(9) Phantom stock is payable only in cash, which vests in equal annual increments over a three- 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.

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