

ALBI JOSEPH R
Form 4
December 10, 2018

FORM 4

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

OMB APPROVAL

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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 *
ALBI JOSEPH R

(Last) (First) (Middle)

1700 LINCOLN STREET SUITE
3700

(Street)

DENVER, CO 80203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CIMAREX ENERGY CO [XEC]

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

12/06/2018

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 VP, COO

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)
Common Stock					800	I	By IRA
Common Stock					368	I	By 401(k)
Common Stock	12/06/2018		A	19,894 (1)	A \$ 0 128,628	D	
Common Stock	12/06/2018		A	16,619 (2)	A \$ 0 145,247	D	
Common Stock	12/09/2018		J	14,194	A \$ 0 43,607	I	By Trust

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Common Stock	12/09/2018	F	11,144 (3)	D	\$ 75.22	134,103	D
Common Stock	12/09/2018	J	11,385 (4)	D	\$ 75.22	122,718	D
Common Stock	12/09/2018	J	14,194 (5) (6)	D	\$ 0	108,524	D

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

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(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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ALBI JOSEPH R
1700 LINCOLN STREET SUITE 3700
DENVER, CO 80203

Executive VP, COO

Signatures

Francis B. Barron, as
Attorney-in-Fact

12/10/2018

**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).
- (1) Represents an award of restricted stock that will vest in its entirety on December 1, 2021 provided that the reporting person remains in the continuous employment of Cimarex through that date.
 - (2) Represents a performance award of restricted stock that is subject to the satisfaction of certain performance criteria through December 1, 2021 provided that the reporting person remains in continuous employment with Cimarex through that date
 - (3) Relates to performance award with a vesting date of 12/9/2018. Represents shares vested but withheld for taxes as permitted by the award agreement.
 - (4) Represents shares forfeited pursuant to performance conditions under a Performance Award Agreement.
 - (5) Represents 12/9/2018 vested shares, which upon vesting were transferred to a trust.
 - (6) The amount of securities beneficially owned as reported in column 5 includes 19,894 shares of restricted stock subject to service-based vesting and 88,630 shares subject to service-based vesting and the satisfaction of certain performance criteria.

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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