

Sanchez Patricio D.
Form 4
April 17, 2019

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 *
Sanchez Patricio D.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2019

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

HOUSTON, TX 77002

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

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/15/2019		M		33,334	A	11 963,721
Common Stock	04/15/2019		D		33,334	D	\$ 0.19 930,387
Common Stock	04/15/2019		F		13,117	D	\$ 0.19 917,270
Common Stock	04/17/2019		M		84,372	A	11 1,001,642
Common Stock	04/17/2019		D		84,372	D	\$ 0.18 917,270

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Common Stock	04/17/2019	F	33,200	D	\$ 0.18	884,070	D	
Common Stock						371,836	I	By 1988 Trust No. 14 <u>(2)</u>

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)	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	04/15/2019		M	33,334	04/15/2019 ⁽³⁾ 04/15/2019 ⁽³⁾	Common Stock	33,
Phantom Stock	<u>(1)</u>	04/17/2019		M	84,371	04/17/2019 ⁽⁴⁾ 04/17/2019 ⁽⁴⁾	Common Stock	84,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanchez Patricio D. 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002			Executive Vice President	

Signatures

/s/ Patricio D. Sanchez
04/17/2019
Date

**Signature of Reporting 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) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock, par value \$0.01 per share. The Reporting Person settled his shares of phantom stock for cash.

These shares are owned directly by 1988 Trust No. 14. Reporting Person is a co-trustee, along with A. R. Sanchez, Jr., and a beneficiary of 1988 Trust No. 14. Reporting Person may be deemed to share voting and dispositive power over the shares held by 1988 Trust No. 14.

(2) 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.

(3) The shares of phantom stock were initially issued April 15, 2016, scheduled to vest in equal annual increments over a three-year period and to be payable only in cash.

(4) The shares of phantom stock were initially issued April 17, 2018, scheduled to vest in equal annual increments over a three-year period and to be payable only in cash.

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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