

CIMAREX ENERGY CO
 Form 4
 February 21, 2017

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 *
HELMERICH HANS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
02/21/2017

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

**C/O CIMAREX ENERGY
 CO., 1700 LINCOLN STREET,
 SUITE 3700**

(Street)

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

DENVER, CO 80203

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 13,878 ⁽¹⁾ | D | |
| Common Stock | | | | | 49,496 | I | Trustee, 1993 Hans Helmerich Trust |
| Common Stock | | | | | 11,450 ⁽²⁾ | I | By Wife |
| Common Stock | | | | | 1,062 | I | Co-Manager of Helmerich |

| | | | | | | | | | |
|--------------|------------|--|---|-------|---|---------|--------|---|--|
| Common Stock | | | | | | | | | Grandchildren LLC |
| Common Stock | | | | | | 7,865 | I | | Trustee of Family Trust |
| Common Stock | | | | | | 325,000 | I | | Peggy Helmerich QTIP Trust (fka Trustee of Estate of W.H. Helmerich III) |
| Common Stock | 02/21/2017 | | G | 1,120 | D | \$ 0 | 42,405 | I | Co-Trustee of The Helmerich Trust (fka Co-Trustee of The Helmerich Foundation) |
| Common Stock | 02/21/2017 | | G | 1,450 | D | \$ 0 | 40,955 | I | Co-Trustee of The Helmerich Trust (fka Co-Trustee of The Helmerich Foundation) |

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HELMERICH HANS C/O CIMAREX ENERGY CO. 1700 LINCOLN STREET, SUITE 3700 DENVER, CO 80203 | | | | |

Signatures

| | |
|---|------------|
| Francis B. Barron, as Attorney-in-Fact | 02/21/2017 |
| **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) Includes 3,061 shares of restricted stock subject to service-based vesting.
 - (2) Mr. Helmerich disclaims beneficial ownership of these shares.

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.