

Sanchez Energy Corp
 Form 4
 February 22, 2016

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 Eduardo Augusto

(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)
 02/18/2016

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)
 President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code V | Amount (A) or (D) Price | | | |
| Common Stock | 02/18/2016 | | A | 193,811 (1) | A (1) 689,897 | D | |
| Common Stock | 02/18/2016 | | A | 376,222 (1) | A (1) 1,066,119 | D | |
| Common Stock | | | | | 175,036 | I | By 1988 Trust No. 13 (2) |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Phantom Stock | (3) | 02/18/2016 | | A | 376,221 | 02/18/2019 ⁽⁴⁾ 02/18/2019 ⁽⁴⁾ | Common Stock 37 |
| Phantom Stock | (3) | 02/18/2016 | | A | 193,811 | 02/18/2021 ⁽⁵⁾ 02/18/2021 ⁽⁵⁾ | Common Stock 19 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Sanchez Eduardo Augusto 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002 | | | President | |

Signatures

/s/ Eduardo Sanchez 02/22/2016

**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 a grant of restricted stock Reporting Person received from the Issuer.
These shares are owned directly by 1988 Trust No. 13. Reporting Person is a co-trustee, along with A. R. Sanchez, Jr., a beneficiary of 1988 Trust No. 13. Reporting Person may be deemed to share voting and dispositive power over the shares held by 1988 Trust No. 13.
- (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) Each share of phantom stock is the economic equivalent of one share of the Issuer's common stock, par value \$0.01 per share ("Common Stock").
- (4) Phantom stock is payable only in cash, which vests in equal annual increments over a three year period.
- (5) Phantom stock is payable only in cash, which cliff vests in five years or earlier if the Common Stock closing price equals or exceeds certain benchmarks as set forth in the form of agreement.

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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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