

SANCHEZ ANTONIO R JR
 Form 4
 March 05, 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 *
 SANCHEZ ANTONIO R JR

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

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)
 03/01/2018

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

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	03/01/2018		M		49,046	A	1,826,190
Common Stock	03/01/2018		D		49,046	D	\$ 3.03 1,777,144
Common Stock	03/02/2018		S		19,618 (2)	D	\$ 2.981 1,757,526
Common Stock							799,472
							175,036

By Sanchez Oil & Gas Corporation
(3)

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Common Stock						By 1988 Trust No. 13 <u>(4)</u>
Common Stock		26,213	I			By Alicia M. Sanchez Charitable Lead Annuity Trust <u>(5)</u>
Common Stock		707,333	I			By Sanexco, Ltd. <u>(6)</u>
Common Stock		371,836	I			By 1988 Trust No. 11 <u>(4)</u>
Common Stock		371,836	I			By 1988 Trust No. 12 <u>(4)</u>
Common Stock		371,836	I			By 1988 Trust No. 14 <u>(4)</u>
Common Stock		707,333	I			By San Juan Oil & Gas No. 2, Ltd. <u>(7)</u>
Common Stock		474,800	I			By AEP Ltd. Partnership <u>(8)</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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

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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.

These shares are owned directly by AEP Ltd. Partnership ("AEP"). AEP is controlled by its general partner, Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by AEP. Reporting Person disclaims beneficial

(8) 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.

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