

Meister Keith A.  
Form 3  
February 08, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Corvex Management LP		(Month/Day/Year)	ENERGEN CORP [EGN]	
(Last)	(First)	(Middle)	01/31/2018	
667 MADISON AVENUE		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10065		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below)    (specify below)		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Potential Group Members	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,254,426	I	See footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of			

Edgar Filing: Meister Keith A. - Form 3

				Shares		(I) (Instr. 5)	
Call Options (right to buy)	Â (5)	01/31/2019	Common Stock	1,456,048	\$ 40	I	See Footnotes (1) (2) (3) (4) (6)
Put Options (obligation to buy)	Â (7)	Â (7)	Common Stock	1,456,048	\$ 40	I	See Footnotes (1) (2) (3) (4) (7)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Corvex Management LP 667 MADISON AVENUE NEW YORK, NY 10065	Â	Â	Â	Potential Group Members
Meister Keith A. 667 MADISON AVENUE NEW YORK, NY 10065	Â X	Â	Â	Â

## Signatures

/s/ Keith A. Meister, Managing Partner  
Date: 02/08/2018  
\*\*Signature of Reporting Person

/s/ Keith A. Meister  
Date: 02/08/2018  
\*\*Signature of Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Shares of common stock (the "Shares") of Energen Corporation (the "Issuer") held for the accounts of certain private investment funds for which Corvex Management LP ("Corvex") acts as investment adviser, including Corvex Master Fund LP and Corvex Select Equity Master Fund LP (collectively, the "Corvex Funds"). The general partner of Corvex is controlled by Mr. Meister.

(2) For purposes of Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), each of Corvex and Mr. Meister disclaims beneficial ownership of the securities of the Issuer held directly by the Corvex Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Corvex or Mr. Meister is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

(3) On January 31, 2018, Corvex Master Fund LP delivered to the Issuer a letter notifying the Issuer of its intent to nominate four persons (the "Corvex Nominees") for election to the Issuer's Board of Directors at the Issuer's 2018 annual meeting of shareholders. Vincent J. Intrieri, who beneficially owns Shares, is a Corvex Nominee. There is no agreement between Corvex and any of its affiliates and Mr. Intrieri with respect to the voting, nor any restriction on the acquisition or disposition, of Shares of the Issuer held by such persons. The filing of this statement should not be construed to be an admission that Corvex and any of its affiliates, including the Corvex Funds and Mr. Meister, on the one hand, and Mr. Intrieri on the other hand, are members of a "group" for the purposes of Section 13(d)(3) of the Exchange Act.

(4) None of Corvex, the Corvex Funds or Mr. Meister has any pecuniary interest in the Shares beneficially owned by Mr. Intrieri and each of Corvex, the Corvex Funds and Mr. Meister disclaims beneficial ownership of such Shares. Mr. Intrieri is separately filing a Form 3.

(5) These options were exercisable immediately upon issuance.

(6) Represents over-the-counter market American-style call options purchased by Corvex on behalf of the Corvex Funds.

(7)

## Edgar Filing: Meister Keith A. - Form 3

Represents over-the-counter market European-style put options sold by Corvex on behalf of the Corvex Funds. Such options expire on January 31, 2019 or the date on which the corresponding American-style call option reported on this Form 3 is exercised.

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.