

ICAHN CARL C  
Form 4  
June 20, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES HOLDINGS LLC, 767 FIFTH AVE., SUITE 4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ENERGEN CORP [EGN]

3. Date of Earliest Transaction (Month/Day/Year)  
06/19/2018

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) \_\_\_X\_\_\_ Other (specify below)  
POTENTIAL GROUP MEMBER

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock ("Shares")         | 06/19/2018                           |  | J <sup>(1)</sup>               | 45,187 A  | \$ 64.37 2,045,187  | I  | please see footnotes (1) (13) (14) (15) (16) (17) (18) |
| Shares                          | 06/19/2018                           |  | J <sup>(2)</sup>               | 107,058 A   | \$ 64.37 2,152,245  | I  | please see footnotes (2) (13) (14) (15) (16) (17) (18) |
| Shares                          | 06/19/2018                           |  | J <sup>(3)</sup>               | 73,690 A  | 2,225,935   | I  |  |

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|        |            |              |         |   |       |       |           |   |  |
|--------|------------|--------------|---------|---|-------|-------|-----------|---|--|
|        |            |              |         |   | \$    |       |           |   | please see<br>footnotes<br><u>(3)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u> <u>(16)</u> <u>(17)</u><br><u>(18)</u>  |
|        |            |              |         |   | 64.37 |       |           |   |  |
| Shares | 06/19/2018 | <u>J(4)</u>  | 71,566  | A | \$    | 64.01 | 2,297,501 | I | please see<br>footnotes<br><u>(4)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u> <u>(16)</u> <u>(17)</u><br><u>(18)</u>  |
| Shares | 06/19/2018 | <u>J(5)</u>  | 169,744 | A | \$    | 64.01 | 2,467,245 | I | please see<br>footnotes<br><u>(5)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u> <u>(16)</u> <u>(17)</u><br><u>(18)</u>  |
| Shares | 06/19/2018 | <u>J(6)</u>  | 116,522 | A | \$    | 64.01 | 2,583,767 | I | please see<br>footnotes<br><u>(6)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u> <u>(16)</u> <u>(17)</u><br><u>(18)</u>  |
| Shares | 06/19/2018 | <u>J(7)</u>  | 77,000  | A | \$    | 63.04 | 2,660,767 | I | please see<br>footnotes<br><u>(7)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u> <u>(16)</u> <u>(17)</u><br><u>(18)</u>  |
| Shares | 06/19/2018 | <u>J(8)</u>  | 182,634 | A | \$    | 63.04 | 2,843,401 | I | please see<br>footnotes<br><u>(8)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u> <u>(16)</u> <u>(17)</u><br><u>(18)</u>  |
| Shares | 06/19/2018 | <u>J(9)</u>  | 125,366 | A | \$    | 63.04 | 2,968,767 | I | please see<br>footnote<br><u>(9)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u> <u>(16)</u> <u>(17)</u><br><u>(18)</u>   |
| Shares | 06/19/2018 | <u>J(10)</u> | 6,247   | A | \$    | 63.99 | 2,975,014 | I | please see<br>footnotes<br><u>(10)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u> <u>(16)</u> <u>(17)</u><br><u>(18)</u> |
| Shares | 06/19/2018 | <u>J(11)</u> | 14,815  | A | \$    | 63.99 | 2,989,829 | I | please see<br>footnotes<br><u>(11)</u> <u>(13)</u> <u>(14)</u><br><u>(15)</u> <u>(16)</u> <u>(17)</u><br><u>(18)</u> |
| Shares | 06/19/2018 | <u>J(12)</u> | 10,171  | A |       |       | 3,000,000 | I |  |

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\$  
63.99

please see  
footnotes  
(12) (13) (14)  
(15) (16) (17)  
(18)

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.**

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(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. F...          |                 |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Forward contract (obligation to purchase)  | <u>(1)</u>   | 06/19/2018                           |  | J <sup>(1)</sup>               | 1   | 06/13/2018   | 06/12/2020  | Shares           | 45,187          |       |                            |
| Forward contract (obligation to purchase)  | <u>(2)</u>   | 06/19/2018                           |  | J <sup>(2)</sup>               | 1   | 06/13/2018   | 06/12/2020  | Shares           | 107,058         |       |                            |
| Forward contract (obligation to purchase)  | <u>(3)</u>   | 06/19/2018                           |  | J <sup>(3)</sup>               | 1   | 06/13/2018   | 06/12/2020  | Shares           | 73,690          |       |                            |
| Forward contract (obligation to purchase)  | <u>(4)</u>   | 06/19/2018                           |  | J <sup>(4)</sup>               | 1   | 06/14/2018   | 06/12/2020  | Shares           | 71,566          |       |                            |
|  | <u>(5)</u>   | 06/19/2018                           |  | J <sup>(5)</sup>               | 1   | 06/14/2018   | 06/12/2020  | Shares           | 169,744         |       |                            |

Forward  
contract  
(obligation  
to purchase)

Forward  
contract  
(obligation  
to purchase)

(6) 06/19/2018 J(6) 1 06/14/2018 06/12/2020 Shares 116,522

Forward  
contract  
(obligation  
to purchase)

(7) 06/19/2018 J(7) 1 06/15/2018 06/12/2020 Shares 77,000

Forward  
contract  
(obligation  
to purchase)

(8) 06/19/2018 J(8) 1 06/15/2018 06/12/2020 Shares 182,634

Forward  
contract  
(obligation  
to purchase)

(9) 06/19/2018 J(9) 1 06/15/2018 06/12/2020 Shares 125,366

Forward  
contract  
(obligation  
to purchase)

(10) 06/19/2018 J(10) 1 06/18/2018 06/12/2020 Shares 6,247

Forward  
contract  
(obligation  
to purchase)

(11) 06/19/2018 J(11) 1 06/18/2018 06/12/2020 Shares 14,815

Forward  
contract  
(obligation  
to purchase)

(12) 06/19/2018 J(12) 1 06/18/2018 06/12/2020 Shares 10,171

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ICAHN CARL C  
 C/O ICAHN ASSOCIATES HOLDINGS LLC  
 767 FIFTH AVE., SUITE 4700  
 NEW YORK, NY 10153

POTENTIAL GROUP MEMBER

HIGH RIVER LIMITED PARTNERSHIP  
 445 HAMILTON AVENUE  
 SUITE 1210 X  
 WHITE PLAINS, NY 10601

ICAHN PARTNERS LP  
 445 HAMILTON AVENUE  
 SUITE 1210 X  
 WHITE PLAINS, NY 10601

ICAHN PARTNERS MASTER FUND LP  
 445 HAMILTON AVENUE  
 SUITE 1210 X  
 WHITE PLAINS, NY 10601

## Signatures

CARL C. ICAHN 06/20/2018  
 \_\_Signature of Reporting Person Date

HIGH RIVER LIMITED PARTNERSHIP 06/20/2018  
 \_\_Signature of Reporting Person Date

ICAHN PARTNERS LP 06/20/2018  
 \_\_Signature of Reporting Person Date

ICAHN PARTNERS MASTER FUND LP 06/20/2018  
 \_\_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) On June 19, 2018, High River Limited Partnership ("High River") acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by High River of 45,187 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
  - (2) On June 19, 2018, Icahn Partners LP ("Icahn Partners") acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by Icahn Partners of 107,058 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
  - (3) On June 19, 2018, Icahn Partners Master Fund LP ("Icahn Master") acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by Icahn Master of 73,690 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
  - (4) On June 19, 2018, High River acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by High River of 71,566 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
  - (5) On June 19, 2018, Icahn Partners acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by Icahn Partners of 169,744 Shares, at a forward price of \$57.00 per Share, plus a financing charge.

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- (6) On June 19, 2018, Icahn Master acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by Icahn Master of 116,522 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
- (7) On June 19, 2018, High River acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by High River of 77,000 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
- (8) On June 19, 2018, Icahn Partners acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by Icahn Partners of 182,634 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
- (9) On June 19, 2018, Icahn Master acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by Icahn Master of 125,366 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
- (10) On June 19, 2018, High River acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by High River of 6,247 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
- (11) On June 19, 2018, Icahn Partners acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by Icahn Partners of 14,815 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
- (12) On June 19, 2018, Icahn Master acquired Shares upon the physical settlement of a forward contract, pursuant to its terms, which forward contract provided for the purchase by Icahn Master of 10,171 Shares, at a forward price of \$57.00 per Share, plus a financing charge.
- (13) High River directly beneficially owns 600,000 Shares, Icahn Partners directly beneficially owns 1,423,115 Shares, and Icahn Master directly beneficially owns 976,885 Shares.
- (14) Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of Icahn Master.
- (15) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners and Icahn Master. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (16) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (17) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (18) The above reporting persons controlled by Carl C. Icahn may be considered a 10% beneficial owner because they may be deemed to be members of a "group" (within the meaning of Section 13(d)(3) of the Act), with Corvex Management LP ("Corvex") and Mr. Keith Meister (together with Corvex, the "Corvex Persons"). Subject to Footnote 7 of the Form 3 filed by the Reporting Persons on June 18, 2018, none of the reporting persons has any pecuniary interest in any Shares beneficially owned by any of the Corvex Persons, and each of the reporting persons disclaims beneficial ownership of such Shares. The Corvex Persons have filed a separate Form 3 with respect to their interests.

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.