

MCMANUS J T
Form 4
November 30, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
MCMANUS J T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
605 RICHARD ARRINGTON JR.
BLVD. NORTH

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
BIRMINGHAM, AL 35203-2707

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	11/29/2018		D		15,429	D	<u>(1)</u> <u>(2)</u>	0	I	Wife
Common Stock	11/29/2018		A		99,528	A	<u>(3)</u> <u>(4)</u>	284,283	D	
(same as above)	11/29/2018		D		284,283	D	<u>(2)</u>	0	D	
Common Stock (RSU)	11/29/2018		A		164,832	A	<u>(5)</u>	280,626	D	
(same as above)	11/29/2018		D		280,626	D	<u>(6)</u>	0	D	

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).

On November 29, 2018, pursuant to the Agreement and Plan of Merger dated as of August 14, 2018 (the "Merger Agreement"), by and among Diamondback Energy, Inc. ("Diamondback"), Sidewinder Merger Sub Inc., a wholly owned subsidiary of Diamondback ("Merger Sub"), and Energen Corporation ("Energen"), Merger Sub merged with and into Energen (the "Merger") with Energen surviving the

(1) Merger as a wholly-owned subsidiary of Diamondback. Pursuant to the Merger Agreement, each share of Energen common stock issued and outstanding prior to the effective time of the Merger (the "Effective Time"), including shares received with respect to Energen performance share units for the award period ending December 31, 2018, was converted into the right to receive 0.6442 of a share of Diamondback common stock (the "Exchange Ratio").

Pursuant to the Merger Agreement, each share of Energen common stock issued and outstanding prior to the Effective Time, including shares received with respect to Energen performance share units for the award period ending December 31, 2018, was converted into the right to receive Diamondback common stock based on the Exchange Ratio. On November 28, 2018 (the day prior to the Merger), the closing price of one share of Diamondback common stock was \$109.80.

(3) Pursuant to the Merger Agreement, at the Effective Time the outstanding awards of Energen performance share units for the award period ending December 31, 2018 vested based on Energen's performance at the greater of the target level and the actual level of performance as of the Effective Time as determined by the Compensation Committee of the Energen board of directors, and each such resulting vested share of Energen common stock was converted into the right to receive Diamondback common stock based on the Exchange Ratio.

On November 28, 2018 (the day prior to the Merger), the closing price of one share of Diamondback common stock was \$109.80.

(4) Withholding for the payment of the tax liabilities in connection with the vesting of the performance share awards was effected following the conversion into shares of Diamondback common stock.

Pursuant to the Merger Agreement, at the Effective Time the outstanding awards of Energen performance share units for the award periods ending December 31, 2019 and December 31, 2020 were converted into the equivalent of an Energen restricted stock unit issued

(5) under the Energen Stock Incentive Plan with the number of such units based on Energen's performance at the greater of the target level and the actual level of performance as of the Effective Time as determined by the Compensation Committee of the Energen board of directors. There was no Purchase Price.

Pursuant to the Merger Agreement, at the Effective Time, each restricted stock unit award in respect of shares of Energen common stock that was outstanding immediately prior to the Effective Time (an "Energen RSU Award") was converted into an award of Diamondback

(6) restricted stock units (a "Diamondback RSU Award") in respect of that number of whole shares of Diamondback common stock (rounded to the nearest whole share) equal to the product of (i) the total number of shares of Energen common stock subject to such Energen RSU Award immediately prior to the Effective Time multiplied by (ii) the Exchange Ratio.

Pursuant to the Merger Agreement, at the Effective Time each option to purchase shares of Energen common stock (an "Energen Option") that was outstanding immediately prior to the Effective Time, all of which were fully vested, was automatically converted into a fully vested option (a "Diamondback Option") to purchase (i) that number of whole shares of Diamondback common stock (rounded

(7) down to the nearest whole share) equal to the product of (A) the total number of shares of Energen common stock subject to such Energen Option immediately prior to the Effective Time multiplied by (B) the Exchange Ratio, (ii) at an exercise price per share of Diamondback common stock (rounded up to the nearest whole cent) equal to the quotient of (A) the exercise price per share of Energen common stock of such Energen Option immediately prior to the Effective Time divided by (B) the Exchange Ratio.

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.