

Dewey Kenneth W.
Form 4
November 30, 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 *
Dewey Kenneth W.

(Last) (First) (Middle)

605 RICHARD ARRINGTON JR.
BLVD. NORTH

(Street)

BIRMINGHAM, AL 35203-2707

(City) (State) (Zip)

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

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

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) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/29/2018		D	15,000 D <u>(1)</u> <u>(2)</u>	0	I	Family Partnership
Common Stock (Deferred)	11/29/2018		D	34,941 <u>(3)</u> D <u>(4)</u>	0	D	

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

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(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dewey Kenneth W. 605 RICHARD ARRINGTON JR. BLVD. NORTH BIRMINGHAM, AL 35203-2707	X			

Signatures

John K. Molen, Attorney
in Fact
11/30/2018

__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 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 Merger as a wholly-owned subsidiary of Diamondback.
- (2) 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") was converted into the right to receive 0.6442 of a share of Diamondback common stock (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) Energen Corporation Deferred Compensation Plan, number of securities is estimated based on recordkeeper's unit accounting.
- (4) Pursuant to the provisions of the Energen 1997 Deferred Compensation Plan the "Deferred Plan"), the notional shares of Energen common stock held in the Deferred Plan were converted as a result of the Merger into a notional cash amount based on the Exchange Ratio and the closing price per share of Diamondback common stock on November 29, 2018, which was \$112.00.

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.