

ENERGEN CORP
Form 4
February 10, 2015

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 *
Godsey David A

(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)
02/09/2015

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)
Subsidiary's SVP - Exploration

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)
Common Stock (ESP)					228	I	ESP ⁽¹⁾
Common Stock (Deferred)					264 ⁽²⁾	D	
Common Stock	02/09/2015		A	8,214	A <u>6</u>	8,214	D
(Same as above)	02/09/2015		F	2,554	D \$ 66.06	5,660	D
Common Stock (RSU)	02/10/2015		A	4,331	A <u>5</u>	6,289	D

Common
 Stock 12,868 D
 (Restricted)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
Stock Option (Right to Buy) (NQ)	\$ 48.36					(3) 01/23/2023	Common Stock	5,097
Stock Option (Right to Buy) (NQ)	\$ 72.39					(4) 01/21/2024	Common Stock	5,067

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Godsey David A 605 RICHARD ARRINGTON JR. BLVD NORTH BIRMINGHAM, AL 35203-2707			Subsidiary's SVP - Exploration	

Signatures

J. D. Woodruff, Attorney
in Fact

02/10/2015

__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) Energen Corporation Employee Savings Plan; number of shares and securities are estimates based on trustee's unit accounting.
- (2) Energen Corporation Deferred Compensation Plan; number of securities is estimated based on recordkeeper's unit accounting.
- (3) The option becomes exercisable in three equal annual installments of 1,699 each on January 24, 2014, 2015, and 2016, respectively.
- (4) The option becomes exercisable in three equal annual installments of 1,689 each on January 22, 2015, 2016, and 2017, respectively.
- (5) Grant under the Stock Incentive Plan; no purchase price.
- (6) Payout of performance shares granted under the Stock Incentive Plan for the award period ended December 31, 2014; no purchase price.

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.