

CALLON PETROLEUM CO

Form 4

May 16, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nocchiero Anthony J

(Last) (First) (Middle)

C/O CF INDUSTRIES HOLDINGS,  
INC., 4 PARKWAY NORTH,  
SUITE 400

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

CALLON PETROLEUM CO [CPE]

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

05/12/2016

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/15/2016	05/15/2016	M		11,671	A	<u>11</u>	99,033 D
Common Stock	05/14/2016	05/14/2016	M		4,183	A	<u>11</u>	103,216 D
Common Stock	05/15/2016	05/15/2016	M		4,990	A	<u>11</u>	108,206 D

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**

SEC 1474  
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2013 RSU - Stock <sup>(2)</sup>	<u>(1)</u>	05/15/2016		M			11,671	<u>(3)</u>	<u>(3)</u>	Common Stock	11,671
2014 RSU - Stock <sup>(2)</sup>	<u>(1)</u>	05/14/2016		M			4,183	<u>(4)</u>	<u>(4)</u>	Common Stock	4,183
2015 RSU - Stock <sup>(2)</sup>	<u>(1)</u>	05/15/2016		M			4,990	<u>(5)</u>	<u>(5)</u>	Common Stock	4,990
2016 RSU - Stock <sup>(2)</sup>	<u>(1)</u>	05/12/2016		A			12,329	<u>(6)</u>	<u>(6)</u>	Common Stock	12,329

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nocchiero Anthony J C/O CF INDUSTRIES HOLDINGS, INC. 4 PARKWAY NORTH, SUITE 400 DEERFIELD, IL 60015	X			

Clay V. Bland as  
Attorney-in-fact

                    \*\*Signature of Reporting Person

Date \_\_\_\_\_

- \* 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) Restricted stock units convert into common stock on a one-for-one basis.

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- (2) These units/shares are subject to three-year ratable vesting with one-third vesting on each anniversary date following the grant date.
- (3) On May 15, 2013, the reporting person was granted 35,014 restricted stock units with one-third vesting on each anniversary date following the grant date.
- (4) On May 14, 2014, the reporting person was granted 12,550 restricted stock units with one-third vesting on each anniversary date following the grant date.
- (5) On May 15, 2015, the reporting person was granted 14,970 restricted stock units with one-third vesting on each anniversary date following the grant date.
- (6) On May 12, 2016, the reporting person was granted 12,329 restricted stock units with one-third vesting on each anniversary date following the grant date.

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.