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Washington, D.C. 20549 F CHANGES IN BENEFICIA SECURITIES Section 16(a) of the Securities I Public Utility Holding Compar	AL OWNERSHIP OF Exchange Act of 1934, y Act of 1935 or Section	OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5
Symbol	Issuer [CPE]	Reporting Person(s) to k all applicable)
3. Date of Earliest Transaction (Month/Day/Year) 01/01/2019	Director X Officer (give below)	10% Owner
4. If Amendment, Date Original Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by C	oint/Group Filing(Check One Reporting Person Iore than One Reporting
Table I - Non-Derivative Secu	rities Acquired, Disposed of	f, or Beneficially Owned
on Date, if Transaction(A) or Dispos Code (Instr. 3, 4 and Day/Year) (Instr. 8) (A	ed of (D) Securities 1 5) Beneficially Owned Following Reported) Transaction(s) (Instr. 3 and 4)	6. Ownership7. Nature ofForm: DirectIndirect(D) orBeneficialIndirect (I)Ownership(Instr. 4)(Instr. 4)
Code v Amount (L	544	I 401(k) Account
M 12,500 A	\$ 0 12,500	D
F $\frac{3,707}{(1)}$ D	\$ 8,793 6.49	D
	Washington, D.C. 20549 F CHANGES IN BENEFICIA Section 16(a) of the Securities IP Public Utility Holding Companies of the Investment Company Additional Optimal Symbol CALLON PETROLEUM CO 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2019 4. If Amendment, Date Original Filed(Month/Day/Year) med 3. 4. Securities A on Date, if Transaction(A) or Dispose Code (Instr. 3, 4 and Day/Year) (Instr. 8) (A or Code V Amount (D M 12,500 A B 3,707 D	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Issuer CALLON PETROLEUM CO [CPE] 6. Relationship of Issuer 3. Date of Earliest Transaction (Month/Day/Year) — Director —X_ Officer (give below) 01/01/2019 — Director —X_ Officer (give below) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Jo Applicable Line) _X_ Form filed by 0 _Form filed by 0 Person Table I - Non-Derivative Securities Acquired on Date, if Transactior(A) or Disposed of (D) Day/Year) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 8) (A) or Code V Amount (A) or Code V Amount 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) (A) Or Code V Amount (D) Price 544

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

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number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2017 RSU - Stock (Inducement Award) (2)	<u>(3)</u>	01/01/2019		М	12,500	(2)	(2)	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Ecklund Michol L 1401 ENCLAVE PARKWAY SUITE 600 HOUSTON, TX 77077			VP & General Counsel, Corp Sec		
Signatures					
Michol L. Ecklund, by Stacy E Attorney-in-Fact	. Skelton,		01/03/2019		

**Signature of Reporting Person

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) Payment of tax liability by withholding Common Stock incident to vesting of Restricted Stock Unit award issued in accordance with Rule 16b-3.

Date

- (2) The award is subject to three-year ratable vesting with one-third vesting each year subsequent to the award year. The first tranche vested on January 1, 2019. The second tranche will vest on January 1, 2020. The third and final tranche will vest on January 1, 2021.
- (3) Each unit is the economic equivalent of one share of the company's common stock.

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.