

SANCHEZ ANTONIO R JR
 Form 4
 April 18, 2019

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

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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 *
 SANCHEZ ANTONIO R JR

2. Issuer Name and Ticker or Trading Symbol
 Sanchez Energy Corp [SNEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 MAIN STREET, SUITE 3000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/17/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman of the BOD

HOUSTON, TX 77002

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/17/2019		M		168,743	A	0.18
Common Stock	04/17/2019		D		168,743	D	\$ 0.18
Common Stock	04/17/2019		F		66,400	D	\$ 0.18
Common Stock					799,472	I	
					175,036	I	

By Sanchez Oil & Gas Corporation
(2)

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Common Stock						By 1988 Trust No. 13 <u>(3)</u>
Common Stock		26,213	I			By Alicia M. Sanchez Charitable Lead Annuity Trust <u>(4)</u>
Common Stock		707,333	I			By Sanexco, Ltd. <u>(5)</u>
Common Stock		371,836	I			By 1988 Trust No. 11 <u>(3)</u>
Common Stock		371,836	I			By 1988 Trust No. 12 <u>(3)</u>
Common Stock		371,836	I			By 1988 Trust No. 14 <u>(3)</u>
Common Stock		707,333	I			By San Juan Oil & Gas No. 2, Ltd. <u>(6)</u>
Common Stock		474,800	I			By AEP Ltd. Partnership <u>(7)</u>

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

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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)			
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount

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ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(8) The shares of phantom stock were initially issued April 17, 2018, scheduled to vest in equal annual increments over a three-year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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