

Harding Amelia Kim  
Form 4  
October 23, 2017

**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

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 \*  
Harding Amelia Kim

2. Issuer Name and Ticker or Trading Symbol  
Midstates Petroleum Company, Inc.  
[MPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
321 SOUTH BOSTON, SUITE 1000  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/21/2017

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP-Human Resources & Admin

TULSA, OK 74103

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	10/21/2017		M	V	6,209	A	\$ 14.75	10,533	D	
Common Stock	10/21/2017		F		4,185	D	\$ 14.75	6,348	D	

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

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SEC 1474 (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. P... Deri... Sec... (Ins...)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Employee Right to Buy)	\$ 19.66					(1)	10/21/2026	Common Stock	37,247

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harding Amelia Kim 321 SOUTH BOSTON, SUITE 1000 TULSA, OK 74103			VP-Human Resources & Admin	

**Signatures**

/s/ Harding, Amelia Kim 10/23/2017  
 \*\*Signature of Reporting Person Date

/s/ AMELIA KIM HARDING 10/23/2017  
 \*\*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).
- In accordance with the Company's Chapter 11 Plan of Reorganization, the Reporting Person received an award of restricted stock units (1) and stock options (Options) granted on October 21, 2016, 1/6 of which will vest on 4/21/2017, an additional 1/6 of which will vest on 10/21/2017, an additional 1/3 of which will vest on 10/21/2018 and the final 1/3 of which will vest on 10/21/2019.

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. d>

## Signatures

Everett Willard  
Gray, II

11/29/2010

\_\_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).

- Convertible Promissory Note (the "WS Oil Note") issued to WS Oil & Gas Limited 8/24/2009. Interest and principal convertible at the greater of four times market price for the 5 trading days prior to conversion and \$0.05. Upon completion of the transactions reported herein, a total of \$400,000 remained due and payable to WS Oil and Gas Limited under the WS Oil Note.
- (1) greater of four times market price for the 5 trading days prior to conversion and \$0.05. Upon completion of the transactions reported herein, a total of \$400,000 remained due and payable to WS Oil and Gas Limited under the WS Oil Note.
  - (2) WS Oil & Gas Limited assigned \$7,500 of the amounts due under the WS Oil Note to War Chest Multi-Strategy Fund, LLC, an entity unrelated to the Reporting Person.
  - (3) WS Oil & Gas Limited assigned \$7,500 of the amounts due under the WS Oil Note to Barclay Lyons, LLC, an entity unrelated to the Reporting Person.
  - (4) WS Oil & Gas Limited assigned \$25,000 of the amounts due under the WS Oil Note to War Chest Multi-Strategy Fund, LLC, an entity unrelated to the Reporting Person.
  - (5) WS Oil & Gas Limited assigned \$25,000 of the amounts due under the WS Oil Note to Barclay Lyons, LLC, an entity unrelated to the Reporting Person.

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