FITZGERALD MATTHEW D

Form 4 October 03, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * FITZGERALD MATTHEW D | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---|--|--|------------|-------------|--|--|---|--|--|
| | Indepo [ICD] | Independence Contract Drilling, Inc. [ICD] | | | | (Check all applicable) | | | | |
| (Month/E | | | e of Earliest Transaction h/Day/Year) | | | _X_ Director Officer (gives below) | | 6 Owner er (specify | | |
| 204/3 11 W 1 | 1 249, SUITE 500 | 10/01/ | 10/01/2018 | | | | | | | |
| (Street) 4. | | | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | |
| Filed(M HOUSTON, TX 77070 | | | ed(Month/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (6) | (0) | | | | | i cison | | | | |
| (City) | (State) (| (Zip) Ta | ole I - Non-De | rivative S | ecurities A | equired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Transaction Code | | | 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 | 10/01/2018 | | M | 14,948 | A \$0 | 72,606 | D | | | |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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) | | 88 II S ((| |
|---|---|--------------------------------------|---|---|-----|--|---------------------|---|-----------------|-------------------------------------|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | 10/01/2018 | | M | | 7,474 | <u>(1)</u> | <u>(1)</u> | Common Stock | 7,474 | |
| Restricted Stock Units | <u>(2)</u> | 10/01/2018 | | M | | 14,948 | (2) | (2) | Common Stock | 14,948 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| 1 6 | Director | 10% Owner | Officer | Other | | |
| FITZGERALD MATTHEW D 20475 HWY 249, SUITE 300 HOUSTON, TX 77070 | X | | | | | |

Signatures

/s/ Philip A. Choyce, as Attorney-in-Fact

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

- The director received an RSU grant that is subject to a one year vesting period. The director has the option to settle 1/3 of the shares (1) underlying the grant in cash or common stock, at the director's election. Vested RSUs will be settled within 30 days of the vesting date. The Director elected to receive cash for these shares at an equivalent value of 4.71 per share.
- (2) The director received an RSU grant that is subject to a one year vesting period. The director has the option to settle 1/3 of the shares underlying the grant in cash or common stock, at the director's election. Vested RSUs will be settled within 30 days of the vesting 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.

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