

Molen John K
Form 4
November 30, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Molen John K

(Last) (First) (Middle)

605 RICHARD ARRINGTON JR.
BLVD. NORTH

(Street)

BIRMINGHAM, AL 35203-2707

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ENERGEN CORP [EGN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2018

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)

VP, Gen Counsel and Secretary

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)
Common Stock	11/29/2018		A	6,232	A	7,976	D
(same as above)	11/29/2018		D	7,976	D	0	D
Common Stock (RSU)	11/29/2018		A	26,174	A	36,578	D
(same as above)	11/29/2018		D	36,578	D	0	D

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Molen John K
605 RICHARD ARRINGTON JR. BLVD. NORTH
BIRMINGHAM, AL 35203-2707

VP, Gen Counsel and Secretary

Signatures

John K. Molen 11/30/2018

__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).

On November 29, 2018, pursuant to the Agreement and Plan of Merger dated as of August 14, 2018 (the "Merger Agreement"), by and among Diamondback Energy, Inc. ("Diamondback"), Sidewinder Merger Sub Inc., a wholly owned subsidiary of Diamondback ("Merger Sub"), and Energen Corporation ("Energen"), Merger Sub merged with and into Energen (the "Merger") with Energen surviving the

- (1) Merger as a wholly-owned subsidiary of Diamondback. Pursuant to the Merger Agreement, each share of Energen common stock issued and outstanding prior to the effective time of the Merger (the "Effective Time"), including shares received with respect to Energen performance share units for the award period ending December 31, 2018, was converted into the right to receive 0.6442 of a share of Diamondback common stock (the "Exchange Ratio").
- (2) Pursuant to the Merger Agreement, at the Effective Time the outstanding awards of Energen performance share units for the award period ending December 31, 2018 vested based on Energen's performance at the greater of the target level and the actual level of performance as of the Effective Time as determined by the Compensation Committee of the Energen board of directors, and each such resulting vested

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share of Energen common stock was converted into the right to receive Diamondback common stock based on the Exchange Ratio.

On November 28, 2018 (the day prior to the Merger), the closing price of one share of Diamondback common stock was \$109.80.

- (3) Withholding for the payment of the tax liabilities in connection with the vesting of the performance share awards was effected following the conversion into shares of Diamondback common stock.

- (4) Pursuant to the Merger Agreement, each share of Energen common stock issued and outstanding prior to the Effective Time, including shares received with respect to Energen performance share units for the award period ending December 31, 2018, was converted into the right to receive Diamondback common stock based on the Exchange Ratio. On November 28, 2018 (the day prior to the Merger), the closing price of one share of Diamondback common stock was \$109.80.

- (5) Pursuant to the Merger Agreement, at the Effective Time the outstanding awards of Energen performance share units for the award periods ending December 31, 2019 and December 31, 2020 were converted into the equivalent of an Energen restricted stock unit issued under the Energen Stock Incentive Plan with the number of such units based on Energen's performance at the greater of the target level and the actual level of performance as of the Effective Time as determined by the Compensation Committee of the Energen board of directors. There was no Purchase Price.

- (6) Pursuant to the Merger Agreement, at the Effective Time, each restricted stock unit award in respect of shares of Energen common stock that was outstanding immediately prior to the Effective Time (an "Energen RSU Award") was converted into an award of Diamondback restricted stock units (a "Diamondback RSU Award") in respect of that number of whole shares of Diamondback common stock (rounded to the nearest whole share) equal to the product of (i) the total number of shares of Energen common stock subject to such Energen RSU Award immediately prior to the Effective Time multiplied by (ii) the Exchange Ratio.

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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