

Sanchez Energy Corp
 Form 4
 June 21, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 SANCHEZ ANTONIO R III

(Last) (First) (Middle)
 1111 BAGBY STREET, SUITE 1800
 (Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/19/2012

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)
 Pres, CEO & Chairman Board Dir

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 06/19/2012 | | J ⁽¹⁾ | 21,839,706 | D | Ⓐ | 251,203 | I | By Sanchez Energy Partners I, LP ⁽²⁾ |
| Common Stock | | | | | | | 113,366 | I | By SEP Management I, LLC ⁽³⁾ ⁽⁵⁾ |
| Common Stock | | | | | | | 1,232,856 | I | By Sanchez Oil & Gas Corporation ⁽⁴⁾ ⁽⁵⁾ |

Edgar Filing: Sanchez Energy Corp - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANCHEZ ANTONIO R III 1111 BAGBY STREET, SUITE 1800 HOUSTON, TX 77002 | X | | Pres, CEO & Chairman Board Dir | |

Signatures

/s/ Alfredo Gutierrez,
Attorney-in-Fact
**Signature of Reporting Person

06/21/2012
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).
- (1) On June 19, 2012, Sanchez Energy Partners I, LP ("SEP I") distributed 21,839,706 shares of the 22,090,909 shares of the common stock, par value \$0.01 per share, of Sanchez Energy Corporation that SEP I owned to SEP I's partners (the "Distribution"). SEP Management I, LLC ("SEP Management") is SEP I's general partner, and SEP I's limited partners include Sanchez Oil & Gas Corporation ("SOG"), among others.
- (2) These shares are owned directly by SEP I. SEP I distributed 21,839,706 shares of the 22,090,909 shares it previously owned to its partners in the Distribution, retaining these 251,203 shares. SEP I is controlled by its general partner, SEP Management, which is a wholly-owned subsidiary of SOG. SOG is managed by A. R. Sanchez, Jr. and Antonio R. Sanchez, III. Antonio R. Sanchez, III may be deemed to share voting and dispositive power over the shares held by SEP I. Antonio R. Sanchez, III disclaims beneficial 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

Edgar Filing: Sanchez Energy Corp - Form 4

deemed an admission of beneficial ownership by Antonio R. Sanchez, III of the reported securities for purposes of Section 16 or any other purpose.

- (3) SEP Management, SEP I's general partner, received a pro rata distribution of shares from SEP I in the Distribution. SEP Management is a wholly-owned subsidiary of SOG. SOG is managed by A. R. Sanchez, Jr. and Antonio R. Sanchez, III. Antonio R. Sanchez, III may be deemed to share voting and dispositive power over the shares held by SEP Management. Antonio R. Sanchez, III disclaims beneficial 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 Antonio R. Sanchez, III of the reported securities for purposes of Section 16 or any other purpose.

- (4) SOG, a limited partner of SEP I, received a pro rata distribution of shares from SEP I in the Distribution. SOG is managed by A. R. Sanchez, Jr. and Antonio R. Sanchez, III. Antonio R. Sanchez, III may be deemed to share voting and dispositive power over the shares held by SOG. Antonio R. Sanchez, III disclaims beneficial 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 Antonio R. Sanchez, III of the reported securities for purposes of Section 16 or any other purpose.

- (5) The acquisitions of shares in the Distribution by SEP Management and SOG represent a change in form of beneficial ownership, without a change in pecuniary interest, exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), pursuant to Rule 16a-13 thereunder. To the extent the Distribution was pro rata to SEP I's partners, Rule 16a-9(a) under the Act is applicable and thus may also exempt the acquisitions of the shares by SEP Management and SOG from Section 16 of the Act.

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.