

Midstates Petroleum Company, Inc.
 Form 4
 December 07, 2015

FORM 4

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

OMB APPROVAL

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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 *
 R/C IV Eagle Holdings, L.P.

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)
 712 FIFTH AVENUE, 36TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/03/2015

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

NEW YORK, NY 10019

(City) (State) (Zip)

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

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) Code V Amount (D) Price | | | |
| Common Stock | 12/03/2015 | | S | 400 D \$ 3.3 | 2,932,341 | D (1) | |

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)

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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. 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| R/C IV Eagle Holdings, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | | X | | |
| Riverstone/Carlyle Energy Partners IV, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | | X | | |
| R/C Energy GP IV, LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Thomas Walker, as Managing Director of R/C Energy GP IV, LLC, on behalf of R/C IV Eagle Holdings, L.P. | 12/07/2015 |
| __Signature of Reporting Person | Date |
| /s/ Thomas Walker, as Managing Director of R/C Energy GP IV, LLC, on behalf of Riverstone/Carlyle Energy Partners IV, L.P. | 12/07/2015 |
| __Signature of Reporting Person | Date |
| /s/ Thomas Walker, as Managing Director, on behalf of R/C Energy GP IV, LLC | 12/07/2015 |
| __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).

Held directly by R/C IV Eagle Holdings, L.P. ("Eagle Holdings"). R/C Energy GP IV, LLC ("Ultimate R/C GP") is the general partner of (1) Riverstone/Carlyle Energy Partners IV, L.P. ("R/C GP"), which is the general partner of Eagle Holdings. Each of Ultimate R/C GP and R/C GP may be deemed to indirectly own the shares directly owned by Eagle Holdings.

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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