

HENDERSON FREDERICK A
 Form 4
 July 26, 2011

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 *
HENDERSON FREDERICK A

(Last) (First) (Middle)
 1011 WARRENVILLE ROAD, SUITE 600
 (Street)

LISLE, IL 60532

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SunCoke Energy, Inc. [SXC]

3. Date of Earliest Transaction (Month/Day/Year)
 07/26/2011

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)
 Chairman and Chief Executive O

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) Amount (D) Price | | | |
| Common Stock | 07/26/2011 | | P ⁽¹⁾ | 15,000 A \$ 16 | 15,000 | 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)

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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Common Stock Unit ⁽²⁾ | <u>(3)</u> | 07/26/2011 | | A | 112,941 | <u>(4)</u> | <u>(4)</u> | Common Stock | 112,941 |
| Stock Options (Right to Buy) ⁽⁵⁾ | \$ 17.39 | 07/26/2011 | | A | 646,465 | 07/23/2012 | 07/23/2021 | Common Stock | 646,465 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENDERSON FREDERICK A
1011 WARRENVILLE ROAD
SUITE 600
LISLE, IL 60532

Chairman and Chief Executive Officer

Signatures

/s/ John J. DiRocco, Jr.,
attorney-in-fact

07/26/2011

 **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).

(1) Purchase of common stock in directed share program contingent upon the closing of the initial public offering of SunCoke Energy, Inc.

Grant of restricted common stock units contingent upon the closing of the registrant's initial public offering. These units were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. These restricted share units will vest subject to continued employment, in equal one-third installments on the third, fourth, and fifth anniversaries of the reporting person's effective date of hire.

(3) Conversion rate is 1 for 1.

(4) Not applicable.

Grant of stock options (right to buy SunCoke Energy, Inc. common stock), contingent upon the closing of the registrant's initial public offering. These options were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction

(5) exempt under Rule 16b-3, and are exercisable, subject to continued employment, as follows: (1) five sevenths of such options will vest in equal one-third installments on the first, second, and third anniversaries of the initial public offering; (2) the remaining two sevenths will vest in equal one-third installments on the third, fourth, and fifth anniversaries of the reporting person's effective date of hire.

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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