

Thomson Michael J
Form 4
March 05, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomson Michael J

(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)
03/03/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	03/03/2013		M		28,227	A	\$ 0
Common Stock <u>(2)</u>	03/03/2013		F		9,132	D	\$ 16.24

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

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SEC 1474
(9-02)

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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. Puts, Calls, Warrants, Options, Convertible Securities, etc. (Instr. 3 and 4)
Common Stock Units ⁽³⁾	<u>(4)</u>	03/03/2013		M	28,227	<u>(5)</u> <u>(5)</u>	Common Stock	28,227

Reporting Owners

Reporting Owner Name / Address	Relationships
Thomson Michael J 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532	Director 10% Owner Officer Other President & COO

Signatures

/s/ Rita M. Slager,
attorney-in-fact 03/05/2013

 **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) Represents conversion of 28,227 restricted share units granted under the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. The restricted share units vested and settled on March 3, 2013.
- (2) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted common share units.
Equity awards awarded under the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan relating to the adjustment of Sunoco, Inc. equity awards in connection with the distribution by Sunoco, Inc. ("Sunoco") of 56,660,000 shares of common stock, par value \$0.01 per share, of SunCoke Energy, Inc. ("SunCoke") owned by Sunoco to Sunoco stockholders of record on the close of business on January 5, 2012 (the "Distribution"). The Distribution was completed on January 17, 2012. The terms of the adjustment of the reporting person's Sunoco equity awards were set forth in the Separation and Distribution Agreement by and between SunCoke and Sunoco, dated as of July 18, 2011 and were approved by SunCoke's Board of Directors. The restricted share units vested and settled on March 3, 2013.
- (4) Conversion rate is 1 for 1.
- (5) Not applicable.

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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