

Duncan Heather M
Form 4
January 16, 2019

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 *
Duncan Heather M

2. Issuer Name and Ticker or Trading Symbol
WHITING PETROLEUM CORP [WLL]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1700 BROADWAY, SUITE 2300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2019

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

DENVER, CO 80290

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

(City) (State) (Zip)

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) | Price | | |
| Common Stock | 01/14/2019 | | F | 1,187 | D \$ 27.87 | 18,679 | D |
| Common Stock | 01/14/2019 | | F | 1,671 | D \$ 27.87 | 17,008 | D |
| Common Stock | 01/14/2019 | | A | 3,611 (1) | A \$ 0 | 20,619 | D |

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

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number.

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. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| 2011 Stock Option - Right to Purchase | \$ 241.1408 | | | | | (2) 01/18/2021 | Common Stock | 366 |
| Stock Option - Right to Purchase | \$ 137.24 | | | | | (2) 01/26/2020 | Common Stock | 386 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Duncan Heather M 1700 BROADWAY, SUITE 2300 DENVER, CO 80290 | | | Vice President | |

Signatures

/s/ Bruce R. DeBoer, Attorney-in-Fact 01/16/2019

**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) Vesting to reporting person of common stock under performance share awards granted pursuant to the Whiting Petroleum Corporation 2013 Equity Incentive Plan upon attainment of performance criteria.

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- Grant to reporting person of ten-year option to buy shares of common stock under the Whiting Petroleum Corporation 2003 Equity
- (2) Incentive Plan. The option vests and becomes exercisable as follows: 1/3 on 1st anniversary of the date of grant, 2/3 on 2nd anniversary of the date of grant, and 3/3 on 3rd anniversary of the date of grant.

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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