

Meister Keith A.  
Form 4  
February 13, 2018

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Corvex Management LP

(Last) (First) (Middle)

667 MADISON AVENUE

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ENERGEN CORP [EGN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2018

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 \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Potential Group Members

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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)
Common Stock	02/09/2018		X	1,456,048	A \$ 40 9,710,474	I	See footnotes (1) (2) (3) (4)

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

**Persons who respond to the collection of  
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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 Underlying Security (Instr. 3 and 4)	Amount Number of Shares
Call Options (right to buy)	\$ 40	02/09/2018		X	1,456,048	<u>(5)</u> 01/31/2019	Common Stock	1,456,048
Put Options (obligation to buy)	\$ 40	02/09/2018		E <u>(7)</u>	1,456,048	<u>(7)</u> <u>(7)</u>	Common Stock	1,456,048

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Corvex Management LP 667 MADISON AVENUE NEW YORK, NY 10065				Potential Group Members
Meister Keith A. 667 MADISON AVENUE NEW YORK, NY 10065				Potential Group Member

## Signatures

/s/ Keith A. Meister, Managing Partner	02/13/2018
<u>                    </u> **Signature of Reporting Person	Date
/s/ Keith A. Meister	02/13/2018
<u>                    </u> **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) Shares of common stock (the "Shares") of Energen Corporation (the "Issuer") held for the accounts of certain private investment funds for which Corvex Management LP ("Corvex") acts as investment adviser, including Corvex Master Fund LP and Corvex Select Equity Master Fund LP (collectively, the "Corvex Funds"). The general partner of Corvex is controlled by Keith Meister.
- (2) For purposes of Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), each of Corvex and Mr. Meister disclaims beneficial ownership of the securities of the Issuer held directly by the Corvex Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Corvex or Mr. Meister is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (3)

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On January 31, 2018, Corvex Master Fund LP delivered to the Issuer a letter notifying the Issuer of its intent to nominate four persons (the "Corvex Nominees") for election to the Issuer's Board of Directors at the Issuer's 2018 annual meeting of shareholders. Vincent J. Intrieri, who beneficially owns Shares, is a Corvex Nominee. There is no agreement between Corvex and any of its affiliates and Mr. Intrieri with respect to the voting, nor any restriction on the acquisition or disposition, of Shares of the Issuer held by such persons. The filing of this statement should not be construed to be an admission that Corvex and any of its affiliates, including the Corvex Funds and Mr. Meister, on the one hand, and Mr. Intrieri on the other hand, are members of a "group" for the purposes of Section 13(d)(3) of the Exchange Act.

- (4) None of Corvex, the Corvex Funds or Mr. Meister has any pecuniary interest in the Shares beneficially owned by Mr. Intrieri and each of Corvex, the Corvex Funds and Mr. Meister disclaims beneficial ownership of such Shares.
- (5) These options were exercisable immediately upon issuance.
- (6) Represents over-the-counter market American-style call options purchased by Corvex on behalf of the Corvex Funds that were exercised on February 9, 2018.  
Represents over-the-counter market European-style put options sold by Corvex on behalf of the Corvex Funds that were set to expire on January 31, 2019 or the date on which the corresponding American-style call option reported on this Form 4 was exercised. Such
- (7) European-style put options expired on February 9, 2018, the date on which the corresponding American-style call options reported on this Form 4 were exercised in full. Such European-style put options the expiration of which is reported herein were sold by Corvex on behalf of the Corvex Funds prior to the Reporting Persons becoming subject to Section 16, therefore the expiration of such European-style put options is exempt from Section 16(b) of the Exchange Act.

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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