Henry Lynn Boone Form 4 March 29, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Henry Lynn Boone			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
		Bon	anza Creek I	Energy, Ir	nc. [BC	CEI]	(Che	eck all applicable	e)	
(Last)	(First) (M	iddle) 3. Da	3. Date of Earliest Transaction			`	11			
		(Moi	th/Day/Year)				Director	10%	6 Owner	
C/O BONANZA CREEK ENERGY,			03/28/2013				X Officer (give title Other (specify below)			
INC., 410 17 1400	7TH STREET, SU	JITE					below) below) Sr. VP, Reservoir Engineering			
1400										
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)						Applicable Line)				
DENUED (	30.00202						_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
DENVER, CO 80202							Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Secur	ities		5. Amount of	6. Ownership	7. Nature of	
· · · · · · · · · · · · · · · · · · ·			on Date, if TransactionAcquired (A) or			Securities Form: Direct Indirect				
(Instr. 3) any		•	Code	Dispose	` '		Beneficially	(D) or	Beneficial	
		(Month/Day/Y	ear) (Instr. 8)	(Instr. 3,	4 and 5	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
							Reported	(111811. 4)	(111811. 4)	
					(A)		Transaction(s)			
			Code V	7 Amount	or (D)	Price	(Instr. 3 and 4)			
Common			Couc							
Stock	03/28/2013		A	7,683	A	\$0	32,683 <u>(1)</u>	D		

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

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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)	Code	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 or Number of Shares
Performance Shares	<u>(2)</u>	03/28/2013		A	2,561	(2)	12/31/2015	Common Stock	2,561

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Henry Lynn Boone C/O BONANZA CREEK ENERGY, INC. 410 17TH STREET, SUITE 1400 **DENVER, CO 80202** 

Sr. VP, Reservoir Engineering

## **Signatures**

/s/ Christopher I. Humber as Attorney-in-Fact

03/29/2013

\*\*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) Restricted common stock subject to vesting.

Each performance share represents a contingent right to receive 0-200% of that number of shares of common stock. The amount listed (2) represents what the Reporting Person would receive at the target or 100% level. The performance shares vest upon continued employment

and achievement of certain predetermined performance goals.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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