

MCMANUS J T  
Form 4  
January 30, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
MCMANUS J T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
605 RICHARD ARRINGTON JR.  
BLVD. NORTH

3. Date of Earliest Transaction (Month/Day/Year)  
01/28/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

(Street)  
BIRMINGHAM, AL 35203-2707

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (ESP)					1,815	I	ESP <sup>(1)</sup>
Common Stock (Restricted)					20,800 <sup>(6)</sup>	D	
Common Stock	01/28/2009		F	1,449 D	\$ 29.65 71,924 <sup>(6)</sup>	D	
(same as above)	01/29/2009		F	3,216 D	\$ 29.3 76,708 <sup>(6)</sup>	D	
Common Stock					487 <sup>(2)</sup>	D	

(Deferred)

Common  
Stock  
(spouse)

23,011

I

By wife

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)

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 of Number of Shares
Stock Option (Right to Buy) (NQ)	\$ 14.855					01/29/2006	01/28/2013	Common Stock	10,570
Stock Option (Right to Buy) (NQ)	\$ 21.375					01/28/2007	01/27/2014	Common Stock	5,462
Stock Option (Right to Buy) (NQ)	\$ 46.45					(3)	01/23/2017	Common Stock	43,405
Stock Option (Right to Buy) (NQ)	\$ 55.08					(4)	06/22/2017	Common Stock	7,260
Stock Option (Right to Buy)	\$ 60.56					(5)	01/22/2018	Common Stock	57,890

(NQ)

Stock

Option

(Right to Buy) \$ 29.79 01/28/2009 A 153,474 (7) 01/27/2019 Common Stock 153,474

(NQ)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMANUS J T 605 RICHARD ARRINGTON JR. BLVD. NORTH BIRMINGHAM, AL 35203-2707	X		Chairman and CEO	

## Signatures

J. D. Woodruff, Attorney  
in Fact

01/30/2009

\_\_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) Energen Corporation Employee Savings Plan, number of shares and securities are estimates based on trustee's accounting.
- (2) Energen Corporation Deferred Compensation Plan, number of securities is estimated based on recordkeepers' unit accounting.
- (3) The option becomes exercisable in three annual installments of 14,468, 14,468 and 14,469 on January 24, 2008, 2009 and 2010, respectively.
- (4) The option becomes exercisable in three equal annual installments of 2,420 each on June 23, 2008, 2009, and 2010.
- (5) The option becomes exercisable in three annual installments of 19,296, 19,297 and 19,297 on January 23, 2009, 2010 and 2011, respectively.
- (6) 1,449 shares were withheld for taxes on vesting of 4,800 shares of restricted stock on January 28, 2009, and 3,216 shares were withheld for taxes on vesting of 8,000 shares of restricted stock on January 29, 2009.
- (7) The option becomes exercisable in three equal annual installments of 51,158 each on January 28, 2010, 2011 and 2012, respectively.
- (8) Grant under Incentive Stock Plan; no purchase price.

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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