

LYNCH RUSSELL E. JR.
Form 4
January 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
LYNCH RUSSELL E. JR.

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

BIRMINGHAM, AL 35203-2707

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2013

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 below) _____ Other (specify below)
VP and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock (ESP)					1,494	I	(ESP) ⁽¹⁾
Common Stock (Deferred)					618 ⁽²⁾	D	
Common Stock (Restricted)	01/24/2013		A	623	A <u>(8)</u> 623	D	

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (NQ)	\$ 29.79					<u>(3)</u>	01/27/2019	Common Stock	4,626
Stock Option (Right to Buy) (NQ)	\$ 46.69					<u>(4)</u>	01/26/2020	Common Stock	2,750
Stock Option (Right to Buy) (NQ)	\$ 54.99					<u>(5)</u>	01/25/2021	Common Stock	2,923
Stock Option (Right to Buy) (NQ)	\$ 54.11					<u>(6)</u>	01/24/2022	Common Stock	5,019
Stock Option (Right to Buy) (NQ)	\$ 48.36	01/24/2013		A	1,812	<u>(7)</u>	01/23/2023	Common Stock	1,812

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

LYNCH RUSSELL E. JR.
605 RICHARD ARRINGTON JR. BLVD. NORTH
BIRMINGHAM, AL 35203-2707

VP and Controller

Signatures

J.D. Woodruff, Attorney 01/25/2013
in Fact

__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 unit accounting.
- (2) Energen Corporation Deferred Compensation Plan; number of securities is estimated based on record keepers' unit accounting.
- (3) The option became exercisable in three equal annual installments of 1,542 each on January 28, 2010, 2011 and 2012, respectively.
- (4) The option becomes exercisable in three annual installments of 916, 917, and 917 on January 27, 2011, 2012 and 2013, respectively.
- (5) The option becomes exercisable in three annual installments of 974, 974, and 975 on January 26, 2012, 2013, and 2014, respectively.
- (6) The option becomes exercisable in three equal annual installments of 1,673 each on January 25, 2013, 2014 and 2015, respectively.
- (7) The option becomes exercisable in three equal annual installments of 604 each on January 24, 2014, 2015 and 2016, 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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