

COHEN JONATHAN Z

Form 4

November 30, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN JONATHAN Z

(Last) (First) (Middle)

605 RICHARD ARRINGTON JR.
BLVD. NORTH

(Street)

BIRMINGHAM, AL 35203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2018

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 below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/29/2018		D	17,500	D	0	D
Common Stock (Deferred)	11/29/2018		D	537	D	0	D

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

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information contained in this form are not
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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COHEN JONATHAN Z
605 RICHARD ARRINGTON JR. BLVD. NORTH X
BIRMINGHAM, AL 35203

Signatures

John K. Molen, Attorney
in Fact 11/30/2018

__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) On November 29, 2018, pursuant to the Agreement and Plan of Merger dated as of August 14, 2018 (the "Merger Agreement"), by and among Diamondback Energy, Inc. ("Diamondback"), Sidewinder Merger Sub Inc., a wholly owned subsidiary of Diamondback ("Merger Sub"), and Energen Corporation ("Energen"), Merger Sub merged with and into Energen (the "Merger") with Energen surviving the Merger as a wholly-owned subsidiary of Diamondback.

(2) Pursuant to the Merger Agreement, each share of Energen common stock issued and outstanding prior to the effective time of the Merger (the "Effective Time") was converted into the right to receive 0.6442 of a share of Diamondback common stock (the "Exchange Ratio"). On November 28, 2018 (the day prior to the Merger), the closing price of one share of Diamondback common stock was \$109.80.

(3) Energen Corporation Deferred Compensation Plan; number of securities is estimated based on recordkeeper's unit accounting.

(4) Pursuant to the provisions of the Energen 1997 Deferred Compensation Plan the "Deferred Plan"), the notional shares of Energen common stock held in the Deferred Plan were converted as a result of the Merger into a notional cash amount based on the Exchange Ratio and the closing price per share of Diamondback common stock on November 29, 2018, which was \$112.00.

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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