

Midstates Petroleum Company, Inc.

Form 4

October 25, 2016

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 *
BRACE FREDERIC F

2. Issuer Name **and** Ticker or Trading
Symbol
Midstates Petroleum Company, Inc.
[MPO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
321 SOUTH BOSTON, SUITE 1000
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2016

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

TULSA, OK 74103

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 Ownership (Instr. 4)
Common Stock	10/21/2016		Code V <u>A(1)</u>	Amount 131,773 (1)	(A) or (D) A \$ 0 (1)	131,773	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Option (Employee Right to Buy)	\$ 19.66	10/21/2016		A	131,773	(2) 10/21/2026	Common Stock 131,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRACE FREDERIC F 321 SOUTH BOSTON, SUITE 1000 TULSA, OK 74103	X		President and CEO	

Signatures

/s/ FREDERIC F.
BRACE

10/25/2016

__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).

Pursuant to the Issuer's First Amended Joint Chapter 11 Plan of Reorganization (the "Plan"), which was confirmed by the United States Bankruptcy Court for the Southern District of Texas and became effective on October 21, 2016 (the "Effective Date"), the Reporting

(1) Person received an award of restricted stock, 1/6 of which will vest on the six-month anniversary of the Effective Date, an additional 1/6 of which will vest on the twelve-month anniversary of the Effective Date, an additional 1/3 of which will vest on the twenty four-month anniversary of the Effective Date and the final 1/3 of which will vest on the thirty six-month anniversary of the Effective Date.

In accordance with the Plan, the Reporting Person received an award of stock options ("Options") granted on the Effective Date, 1/6 of which will vest on the six-month anniversary of the Effective Date, an additional 1/6 of which will vest on the twelve-month anniversary

(2) of the Effective Date, an additional 1/3 of which will vest on the twenty four-month anniversary of the Effective Date and the final 1/3 of which will vest on the thirty six-month anniversary of the Effective Date. The exercise price per share of the Options is equal to the per share value based on an Issuer equity value of \$600.0 million.

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.