Sanchez Energy Corp
Form 4
April 18, 2017

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sanchez Patricio D.

(Last) (First) (Middle)

1000 MAIN STREET, SUITE 3000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Sanchez Energy Corp [SN]

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/15/2017		A		50,000	A	$ 8.65	336,655	D	
Common Stock	04/15/2017		A		33,333	A	$ 8.65	369,988	D	
Common Stock	04/15/2017		M		50,000	D	$ 8.65	319,988	D	
Common Stock	04/15/2017		M		33,333	D	$ 8.65	286,655	D	
Common Stock								371,836	I	By 1988 Trust No. 14 (1)

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)

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 or Number of Shares
Phantom Stock	(2)	04/15/2017		M			50,000	04/15/2017	04/15/2017	Common Stock	50,000
Phantom Stock	(3)	04/15/2017		M			33,333	04/15/2017	04/15/2017	Common Stock	33,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanchez Patricio D. 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002			Executive Vice President	

Signatures

/s/ Patricio D. Sanchez	04/18/2017
**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) These shares are owned directly by 1988 Trust No. 14. Reporting Person is a co-trustee, along with A. R. Sanchez, Jr., a beneficiary of 1988 Trust No. 14. Reporting Person may be deemed to share voting and dispositive power over the shares held by 1988 Trust No. 14. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(2) Each share of phantom stock was the economic equivalent of one share of the Issuer's common stock, par value $0.01 per share ("Common Stock"), vesting in five years or earlier if the Common Stock closing price equaled or exceeded certain benchmarks. The

Reporting Person settled his shares of phantom stock for cash.

(3) Each share of phantom stock was the economic equivalent of one share of Common Stock. The Reporting Person settled his shares of phantom stock for cash.

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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