

HALCON RESOURCES CORP

Form 4

March 02, 2015

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 *
HEROD STEPHEN W

2. Issuer Name and Ticker or Trading Symbol
HALCON RESOURCES CORP [HK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 LOUISIANA STREET, SUITE 6700

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President

(Street)
HOUSTON, TX 77002

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|---|--------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/26/2015 | | A | | 192,254 | A | \$ 0 | 517,012 ⁽¹⁾ <u>(2) (3)</u> | D | |
| Common Stock | 02/27/2015 | | F ⁽⁴⁾ | | 9,179 | D | \$ 1.92 | 507,833 | D | |
| Common Stock | 02/28/2015 | | F ⁽⁵⁾ | | 12,520 | D | \$ 1.92 | 495,313 | D | |
| Common Stock | 03/02/2015 | | J ⁽⁶⁾ | V | 1,112 | A | \$ 0 | 496,425 | D | |
| Common Stock | | | | | | | | 466,666 | I | By Trusts ⁽⁷⁾ |

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

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(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 Number Shares |
| Employee Stock options (Right to buy) | \$ 1.97 | 02/26/2015 | | A | 450,991 | <u>(8)</u> 02/26/2025 | Common Stock 450,991 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| HEROD STEPHEN W 1000 LOUISIANA STREET, SUITE 6700 HOUSTON, TX 77002 | | | President | |

Signatures

David S. Elkouri,
Attorney-in-fact

03/02/2015

__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 January 31, 2014, Halcon Resources Corporation ("Halcon") declared a stock dividend, payable to all Series A Cumulative Perpetual Convertible Preferred Stock holders of record on February 14, 2014. As a result, the reporting person received 606 shares of Halcon stock on March 3, 2014.
- (2) On May 7, 2014, Halcon declared a stock dividend, payable to all Series A Cumulative Perpetual Convertible Preferred Stock holders of record on May 15, 2014. As a result, the reporting person received 393 shares of Halcon stock on June 2, 2014.
- (3) On August 6, 2014, Halcon declared a stock dividend, payable to all Series A Cumulative Perpetual Convertible Preferred Stock holders of record on August 15, 2014. As a result, the reporting person received 418 shares of Halcon stock on September 2, 2014.

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- (4) Represents shares withheld to satisfy withholding taxes applicable upon vesting of the February 27, 2014 restricted stock grant.
- (5) Represents shares withheld to satisfy withholding taxes applicable upon vesting of the February 28, 2013 restricted stock grant.
- (6) On January 30, 2015, Halcon declared a stock dividend, payable to all Series A Cumulative Perpetual Convertible Preferred Stock holders of record on February 13, 2015. As a result, the reporting person received 1,112 shares of Halcon stock on March 2, 2015.

The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose. The reporting person is neither the trustee nor a remainderman and the trusts are irrevocable.
- (7) The option vests in three equal annual installments beginning February 26, 2016.

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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