

FOREST OIL CORP

Form 4

December 18, 2014

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WIND VICTOR A**

(Last) (First) (Middle)

**707 SEVENTEENTH  
STREET, SUITE 3600**

(Street)

**DENVER, CO 80202**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**FOREST OIL CORP [FST]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/16/2014**

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)

EVP &amp; Chief Financial Officer

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	12/16/2014		M		70,000	A <u>11</u>	248,949	D	
Common Stock	12/16/2014		D		70,000	D \$ 0.37	178,949	D	
Common Stock	12/16/2014		M		100,000	A <u>11</u>	278,949	D	
Common Stock	12/16/2014		D		100,000	D \$ 0.37	178,949	D	
Common Stock	12/16/2014		F <u>2</u>		40,938	D \$ 0.37	138,011	D	

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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 displays a currently valid OMB control number.**

SEC 1474  
(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 of Shares
Phantom Stock Units	(1)	12/16/2014		M	70,000	12/16/2014 08/24/2016(1)	Common Stock 70,000
Phantom Stock Units	(1)	12/16/2014		M	100,000	12/16/2014 11/12/2016(1)	Common Stock 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WIND VICTOR A 707 SEVENTEENTH STREET SUITE 3600 DENVER, CO 80202	EVP & Chief Financial Officer

## Signatures

By: Roberta L. Louis, attorney-in-fact For: Victor A. Wind

12/18/2014

\_\_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) Each share of phantom stock is the economic equivalent of one share of Forest Oil Corporation common stock and was settled solely in cash, in connection with the closing of the Forest and Sabine Oil & Gas LLC transaction.

(2) Satisfaction of tax liability by withholding shares incident to the vesting of restricted stock on December 16, 2014, in connection with the closing of the Forest Oil Corporation and Sabine Oil & Gas LLC transaction.

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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