

CALLON PETROLEUM CO
Form 4
May 13, 2014

FORM 4

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

OMB APPROVAL

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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 *
WALLACE JOHN C

(Last) (First) (Middle)
200 NORTH CANAL STREET
(Street)
NATCHEZ, MS 39120

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CALLON PETROLEUM CO [CPE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
| | | | | | | | |

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| Derivative Security | | | Code | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|----------------|------------|------|---|-------|------------------|-----------------|--|----------------------------|
| | | | | (A) | (D) | | | | |
| 2012 RSU - Stock ⁽¹⁾ | \$ 9.47 | 05/09/2014 | M | | 7,589 | 05/09/2013 | 05/08/2015 | Phantom Stock Units Payable in Cash | 7,589 |
| Phantom Stock Units Payable in Cash ⁽²⁾ | ⁽²⁾ | 05/09/2014 | M | 7,589 | | ⁽²⁾ | ⁽²⁾ | Stock Units Payable in Cash ⁽³⁾ | 7,589 |
| 2011 RSU - Stock ⁽¹⁾ | \$ 10.17 | 05/12/2014 | M | | 6,322 | 05/12/2012 | 05/12/2014 | Phantom Stock Units Payable in Cash | 6,322 |
| Phantom Stock Units Payable in Cash ⁽²⁾ | ⁽²⁾ | 05/12/2014 | M | 6,322 | | ⁽²⁾ | ⁽²⁾ | Stock Units Payable in Cash ⁽³⁾ | 6,322 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALLACE JOHN C 200 NORTH CANAL STREET NATCHEZ, MS 39120 | X | | | |

Signatures

Clay V. Bland as
Attorney-in-fact

05/13/2014

 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) These units/shares are subject to 3-year ratable vesting with one-third vesting on each anniversary date following the grant date. The Director elected that upon vesting these Restricted Stock Units convert into Phantom Stock Units Payable in Cash at retirement.

Phantom Stock Units Payable in Cash will be paid upon the Director's retirement from the company's Board of Directors. Each vested
- (2) unit will be equal to the economic value of one share of Callon Petroleum Company common stock at the closing price on the Director's retirement date.
- (3) The value of each Stock Unit Payable in Cash is based on the economic value of one share of Callon Petroleum Company common stock at the closing price on the date of payment.

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.