

Sanchez Energy Corp
 Form 4
 February 06, 2013

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 *
 SANCHEZ ANTONIO R JR

(Last) (First) (Middle)
 1111 BAGBY STREET, SUITE 1800
 (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)
 02/04/2013

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)
 Exec. Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------------------------|--|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 02/04/2013 | | J ⁽¹⁾ | 1,312,000 | D | Ⓛ | 707,333 | I | By Sanexco, Ltd. ⁽²⁾ |
| Common Stock | 02/04/2013 | | J ⁽¹⁾ | 598,736 | A | Ⓛ | 898,736 | D ⁽³⁾ ⁽¹³⁾ | |
| Common Stock | 02/04/2013 | | J ⁽¹⁾ | 13,120 | A | Ⓛ | 13,120 | I | By Sanchez Management Corporation ⁽⁴⁾ ⁽¹³⁾ |
| Common Stock | 02/04/2013 | | J ⁽⁵⁾ | 13,120 | D | Ⓛ | 0 | I | By Sanchez Management Corporation |

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| | | | | | | | | (5) | |
|--------------|------------|--|------------------|---------|---|---------------------------|-----------|-----|---|
| Common Stock | 02/04/2013 | | J ⁽⁵⁾ | 13,120 | A | <u>(5)</u> <u>(13)</u> | 911,856 | D | |
| Common Stock | 02/04/2013 | | J ⁽¹⁾ | 175,036 | A | <u>(1)</u> | 371,836 | I | By 1988 Trust No. 11 <u>(6)</u> <u>(7)</u> <u>(13)</u> |
| Common Stock | 02/04/2013 | | J ⁽¹⁾ | 175,036 | A | <u>(1)</u> | 371,836 | I | By 1988 Trust No. 12 <u>(6)</u> <u>(7)</u> <u>(13)</u> |
| Common Stock | 02/04/2013 | | J ⁽¹⁾ | 175,036 | A | <u>(1)</u> | 371,836 | I | By 1988 Trust No. 13 <u>(6)</u> <u>(7)</u> <u>(13)</u> |
| Common Stock | 02/04/2013 | | J ⁽¹⁾ | 175,036 | A | <u>(1)</u> | 371,836 | I | By 1988 Trust No. 14 <u>(6)</u> <u>(7)</u> <u>(13)</u> |
| Common Stock | | | | | | | 707,333 | I | By San Juan Oil & Gas No. 2, Ltd. <u>(8)</u> |
| Common Stock | | | | | | | 474,800 | I | By AEP Ltd. Partnership <u>(9)</u> |
| Common Stock | | | | | | | 158,250 | I | By Sanchez Energy Partners I, LP <u>(10)</u> |
| Common Stock | | | | | | | 113,366 | I | By SEP Management I, LLC <u>(11)</u> |
| Common Stock | | | | | | | 1,232,856 | I | By Sanchez Oil & Gas Corporation <u>(12)</u> |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nature of Derivative Security Beneficially Owned |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|

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| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Instr. 3 and 4) | | Code | V | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|---|-----|------------------|--|------|---|------------------|-----------------|-------|----------------------------|
| | (A) | (D) | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANCHEZ ANTONIO R JR 1111 BAGBY STREET, SUITE 1800 HOUSTON, TX 77002 | X | X | Exec. Chairman of the Board | |

Signatures

/s/ Alfredo Gutierrez,
Attorney-in-Fact
Date: 02/06/2013

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 February 4, 2013, Sanexco, Ltd. ("Sanexco") distributed 1,312,000 of its 2,019,333 shares of the common stock, par value \$0.01 per share, of Sanchez Energy Corporation to its partners (the "Sanexco Distribution").
These shares are owned directly by Sanexco. Sanexco distributed 1,312,000 shares of the 2,019,333 shares it previously owned to its partners in the Sanexco Distribution, retaining these 707,333 shares. Sanexco is controlled by its general partner, Sanchez Management Corporation ("SMC"), which is managed by A. R. Sanchez, Jr. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by Sanexco. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.
- (2) A. R. Sanchez, Jr., a limited partner of Sanexco, received a pro rata distribution of 598,736 shares from Sanexco in the Sanexco Distribution.
SMC, the general partner of Sanexco, received a pro rata distribution of 13,120 shares from Sanexco in the Sanexco Distribution. SMC is managed by A. R. Sanchez, Jr. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by SMC.
- (3) A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.
- (4) On February 4, 2013, concurrently with the Sanexco Distribution, SMC distributed its 13,120 shares to its sole shareholder, A. R. Sanchez, Jr. (the "SMC Distribution"). SMC is managed by A. R. Sanchez, Jr. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by SMC. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.
- (5) These shares are owned directly by the following trusts (the "Trusts"), respectively. The Trusts, each a limited partner of Sanexco, received pro rata distributions in the amounts set forth next to the name of the trust below from Sanexco in the Sanexco Distribution: (i)
- (6)

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1988 Trust No. 11: 175,036 shares, co-trustee/beneficiary Antonio R. Sanchez, III; (ii) 1988 Trust No. 12: 175,036 shares, co-trustee/beneficiary Ana Lee Sanchez Jacobs; (iii) 1988 Trust No. 13: 175,036 shares, co-trustee/beneficiary Eduardo Sanchez; and (iv) 1988 Trust No. 14: 175,036 shares, co-trustee/beneficiary Patricio Sanchez.

- (7) A. R. Sanchez, Jr. is a co-trustee, along with the respective co-trustees and beneficiaries listed next to the name of the trust above, of each of the trusts set forth above. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by the Trusts. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.

- (8) These shares are owned directly by San Juan Oil & Gas No. 2, Ltd. ("San Juan"). San Juan is controlled by its general partner, SMC, which is managed by A. R. Sanchez, Jr. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by San Juan. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.

- (9) These shares are owned directly by AEP Ltd. Partnership ("AEP"). AEP is controlled by its general partner, A. R. Sanchez, Jr. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by AEP. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.

- (10) These shares are owned directly by Sanchez Energy Partners I, LP ("SEP I"). SEP I is controlled by its general partner, SEP Management I, LLC ("SEP Management"), which is a wholly-owned subsidiary of Sanchez Oil & Gas Corporation ("SOG"). SOG is managed by A. R. Sanchez, Jr. and Antonio R. Sanchez, III. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by SEP I. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.

- (11) These shares are owned directly by SEP Management. SEP Management is a wholly-owned subsidiary of SOG. SOG is managed by A. R. Sanchez, Jr. and Antonio R. Sanchez, III. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by SEP Management. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.

- (12) These shares are owned directly by SOG. SOG is managed by A. R. Sanchez, Jr. and Antonio R. Sanchez, III. A. R. Sanchez, Jr. may be deemed to share voting and dispositive power over the shares held by SOG. A. R. Sanchez, Jr. 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 A. R. Sanchez, Jr. of the reported securities for purposes of Section 16 or any other purpose.

- (13) The acquisitions of shares in the Sanexco Distribution by A. R. Sanchez, Jr., SMC and the Trusts and the acquisition of any shares by A. R. Sanchez, Jr. from SMC represent a change in form of beneficial ownership, without a change in pecuniary interest, exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), pursuant to Rule 16a-13 thereunder. The Sanexco Distribution was pro rata to Sanexco's partners, therefore Rule 16a-9(a) under the Act is applicable and thus may also exempt the acquisitions of the shares by A. R. Sanchez, Jr., SMC, and the Trusts from Section 16 of the Act.

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.