

Diamondback Energy, Inc.

Form 4

November 20, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLDER RANDALL J

(Last) (First) (Middle)

500 WEST TEXAS, SUITE 1225

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Diamondback Energy, Inc. [FANG]

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

11/18/2013

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 ____ Other (specify
below) below)

VP, General Counsel, Secretary

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	11/18/2013		M		4,286	A	\$ 0	4,286	D	
Common Stock	11/18/2013		S		1,715	D	\$ 52.6019	2,571	D	
Common Stock	11/18/2013		S		2,571	D	\$ 51.3749	0	D	
Common Stock	11/18/2013		M		12,500	A	\$ 17.5	12,500	D	
Common Stock	11/18/2013		S		12,500	D	\$ 51.3749	0	D	

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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 or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 0	11/18/2013		M	4,286 ⁽²⁾	⁽²⁾ ⁽²⁾	Common Stock 4,286 ⁽²⁾
Stock Option (right to buy)	\$ 17.5	11/18/2013		M	12,500 ⁽³⁾	⁽³⁾ 11/18/2016	Common Stock 12,500 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOLDER RANDALL J 500 WEST TEXAS, SUITE 1225 MIDLAND, TX 79701	VP, General Counsel, Secretary

Signatures

/s/ Randall J.
Holder 11/19/2013

 **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) Each restricted stock unit represents a contingent right to receive one share of common stock, par value \$0.01 per share (the "Common Stock"), of Diamondback Energy, Inc. (the "Issuer") and was granted under the Isser's 2012 Stock Incentive Plan.

(2)

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Of these restricted stock units, 4,286 restricted stock units vested on November 18, 2013. The remaining 8,571 restricted stock units will vest in two approximately equal annual installments beginning on November 18, 2014.

- (3) All options exercised on November 18, 2013 were vested on that date. The remaining options to purchase 25,000 shares of Common Stock will vest in two equal annual installments beginning on November 18, 2014.

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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