

Starzer Michael R
 Form 4
 December 20, 2011

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 *
 Starzer Michael R

2. Issuer Name and Ticker or Trading Symbol

Bonanza Creek Energy, Inc. [BCEI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 410 17TH STREET, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2011

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

President & CEO

(Street)

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

DENVER, CO 80202

(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)
Common Stock	12/15/2011		P	V Amount 1,000 (A) Price \$ 15.5	2,224,612	I (1)	See note (1)
Common Stock (2)	12/20/2011		A	V Amount 109,458 (A) Price \$ 0 (3)	2,331,570	I (4)	See note (4)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Starzer Michael R 410 17TH STREET, SUITE 1500 DENVER, CO 80202	X		President & CEO	

Signatures

Chris Humber as
Attorney-in-Fact
12/20/2011

**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) Includes (i) 92,067 shares of Class A common stock and 1,000 shares of common stock held by The Starzer Revocable Trust, (ii) 1,811,903 shares of Class A common stock held by the BCEC Investment Trust, for which Mr. Starzer serves as sole trustee (Mr. Starzer disclaims beneficial ownership of shares of the BCEC Investment Trust in which he does not have a pecuniary interest) and (iii) 317,142 shares of Class A common stock and 2,500 shares of Class B common stock held directly by Mr. Starzer.
- (2) Pursuant to the second amended and restated certificate of incorporation of the company, immediately prior to the December 20, 2011 closing of the company's initial public offering of common stock (the "Closing") and after the conversion of the Class B common stock as described in note (3), all of the shares of Class A common stock of the company were reclassified as common stock, all of one class.
- (3) Shares resulting from the conversion of 2,500 shares of Class B common stock immediately prior to the Closing. Such shares are issued as restricted stock subject to a three-year vesting schedule with 1/3 of the shares vesting on each anniversary of the Closing.
- (4) Includes (i) 93,067 shares of common stock held by The Starzer Revocable Trust, (ii) 1,811,903 shares of common stock held by the BCEC Investment Trust, for which Mr. Starzer serves as sole trustee (Mr. Starzer disclaims beneficial ownership of shares of the BCEC Investment Trust in which he does not have a pecuniary interest) and (iii) 426,600 shares of common stock held directly by Mr. Starzer.

Remarks:

Exhibit List: Exhibit 24 Power of Attorney

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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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