

HALCON RESOURCES CORP

Form 4

November 21, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON FLOYD C

2. Issuer Name and Ticker or Trading Symbol
HALCON RESOURCES CORP [HK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

Chairman, CEO & President

1000 LOUISIANA STREET, SUITE 6700

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

HOUSTON, TX 77002

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/17/2016		J ⁽¹⁾		155,618	A	\$ 0	1,121,919	D	
Common Stock	11/17/2016		J ⁽¹⁾		5,895	A	\$ 0	6,583	I	By Trusts ⁽²⁾
Common Stock								2,403	I	By Family Trusts ⁽³⁾
Common Stock								324	I	By Trust ⁽⁴⁾
Common Stock								4,292	I	By Spouse

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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 Number Shares
Warrants (Right to Buy)	\$ 14.04	11/18/2016		J ⁽¹⁾	40,952	09/09/2016 09/09/2020	Common Stock 40,952
Warrants (Right to Buy)	\$ 14.04	11/18/2016		J ⁽¹⁾	1,557	09/09/2016 09/09/2020	Common Stock 1,557
Warrants (Right to Buy)	\$ 14.04					09/09/2016 09/09/2020	Common Stock 1,160
Employee Stock Option (Right to Buy)	\$ 9.24					⁽⁵⁾ 09/12/2026	Common Stock 1,862,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON FLOYD C 1000 LOUISIANA STREET, SUITE 6700 HOUSTON, TX 77002			Chairman, CEO & President	

Signatures

Floyd C. Wilson 11/21/2016

**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) Pro rata distribution from Mwewe Partners LLC.

These shares are held in trusts for the benefit of the reporting person's children. The reporting person's spouse is trustee of the trusts. The

(2) reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

The shares are held in seventeen trusts for the benefit of family members for which the reporting person serves as the trustee. The

(3) reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

The shares are held in a trust for the benefit of the reporting person's grandchild for which the reporting person serves as the trustee. The

(4) reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(5) The option vests in three equal annual installments beginning September 12, 2017.

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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