

CIMAREX ENERGY CO

Form 4

May 12, 2008

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 *
DINKINS RICHARD S

(Last) (First) (Middle)

**1700 LINCOLN STREET, SUITE
1800**

(Street)

DENVER, CO 80203-4518

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CIMAREX ENERGY CO [XEC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2008

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 below) ____ Other (specify below)

Vice President-Human Resources

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)
Common Stock	05/09/2008		M	36,800 A	\$ 16.65	163,323 ⁽¹⁾	D
Common Stock	05/09/2008		F	20,443 D	\$ 68.28	142,880 ⁽¹⁾	D
Common Stock	05/09/2008		S	8,178 D	\$ 68.28	134,702 ⁽¹⁾	D
Common Stock					2,142	I	By 401(k)
Common Stock					60	I	By IRA

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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)	8. Amount or Number of Shares
Stock Options (Right to buy)	\$ 16.65	05/09/2008		M	36,800	<u>(2)</u> 12/06/2012	Common Stock	36,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DINKINS RICHARD S 1700 LINCOLN STREET, SUITE 1800 DENVER, CO 80203-4518	Vice President-Human Resources

Signatures

Paul Korus,
attorney-in-fact 05/12/2008

__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).

(2) The option vested in full on December 6, 2007. The option holder is required to retain 50% of the profit shares received upon exercise until December 6, 2010.

Includes 17,202 shares of restricted stock that may not be sold until December 6, 2010, 24,000 shares of restricted stock that vest on January 3, 2009 and are subject to certain performance criteria, 24,000 shares of restricted stock that vest on January 2, 2010 and are subject to certain performance criteria, 24,000 shares of restricted stock that vest on January 2, 2011 and are subject to certain performance criteria, and 45,500 stock units that vest on December 6, 2007 but are not exchangeable into common stock and may not be sold until December 6, 2010.

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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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