PostRock Energy Corp Form 4 January 10, 2014

## 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

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(b).

(Last)

(City)

Security

1. Name and Address of Reporting Person \* **Edwards Clark** 

> (First) (Middle)

210 PARK AVE. STE. 2750

OKLAHOMA CITY, OK 73102

(State)

(Street)

2. Issuer Name and Ticker or Trading Symbol

PostRock Energy Corp [PSTR]

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

3.

01/08/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Vice President-Operations

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership

(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year)

or Exercise

Execution Date, if any

5. Number of TransactiorDerivative Securities Code Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

#### Edgar Filing: PostRock Energy Corp - Form 4

(Month/Day/Year)

Derivative (Instr. 3, 4, and 5) Security Code V (A) (D) Date **Expiration Title** Amour Exercisable Date Numbe Shares Phantom Common 01/08/2014 105,660.9756 (1) (1) 105,6 <u>(1)</u> Α Stock Stock

(Instr. 8) Disposed of (D)

#### **Reporting Owners**

Price of

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Edwards Clark 210 PARK AVE. STE. 2750 OKLAHOMA CITY, OK 73102

Vice President-Operations

## **Signatures**

(Instr. 3)

Clark Edwards by Stephen L. DeGiusti, Power of Attorney

01/10/2014

\*\*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).

Each share of phantom stock is issued under the issuer's deferred compensation plan and is the economic equivalent of one share of common stock. The shares of phantom stock vest on the following schedule: 55% vesting immediately on January 8, 2014, the next 35%

(1) vesting upon one year of service following January 8, 2014 and the final 10% vesting upon two years of service following January 8, 2014. The vested shares of phantom stock become payable in common stock (with any fractional shares paid in cash) following the occurrence of qualifying distribution events specified in the plan.

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.

Reporting Owners 2