PostRock Energy Corp Form 4 June 11, 2015

## 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

may continue. See Instruction

1(b).

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)

(Last)

1. Name and Address of Reporting Person \* Carter Terry W

(Street)

(Middle) (First)

210 PARK AVE., SUITE 2750

OKLAHOMA CITY, OK 73102

2. Issuer Name and Ticker or Trading Symbol

PostRock Energy Corp [PSTR]

3. Date of Earliest Transaction

(Month/Day/Year) 04/02/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

**CEO** 

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. Code

TransactionAcquired (A) or Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4) 6. Ownership Form: Direct (T)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

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

(A)

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SEC 1474 (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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

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

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (	D) Date Exercisable	Expiration Date	Title	Amour Number Shares
Employee Stock (Option to Buy)	\$ 1 84	04/02/2015		A	44,022	<u>(1)</u>	04/02/2020	Common Stock	44,0
Phantom Stock	<u>(2)</u>	04/02/2015		A	27,513.58	(2)	(2)	Common Stock	27,51
Phantom Stock	<u>(4)</u>	04/02/2015		A	54,347.82	<u>(4)</u>	<u>(4)</u>	Common Stock	54,34

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Carter Terry W						
210 PARK AVE.	X		CEO			
SUITE 2750	Λ		CEO			
OKLAHOMA CITY, OK 73102						

## **Signatures**

Terry W. Carter, by Casey E. Bigelow, power of attorney 06/11/2015

\*\*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) This option vests in three equal annual installments beginning on 04/02/2016.
- The shares of phantom stock vest in three equal annual installments beginning on the first anniversary of the grant date. The vested shares of phantom stock become payable in cash or common stock (with any fractional shares paid in cash), at the election of the recipient, following the occurrence of qualifying distribution events specified in the plan. 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.
- (3) The number of derivative securities beneficially owned following the reported transaction also reflects a 10:1 reverse stock split of the issuer's common stock, which became effective on January 2, 2015.
- (4) These shares of Phantom Stocks vest 55% immediately, 35% at the first anniversary, and 10% at the second anniversary. 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.

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.

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