#### CIMAREX ENERGY CO

Form 4/A

December 24, 2014

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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Form 4 or Form 5 obligations may continue.

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

burden hours per response...

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Estimated average

See Instruction 1(b).

Common

Stock

12/10/2014

(Print or Type Responses)

1 Name and Address of Departing De

Lambuth Jo	Symbol	Symbol CIMAREX ENERGY CO [XEC]				Issuer			
(Last) 1700 LINCO 3700	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2014			(Check all applicable)  Director 10% Owner Officer (give title Other (specify below)  Vice President-Exploration				
	(Street)		ndment, Dat th/Day/Year) )14	Č		6. Individual or J Applicable Line) _X_ Form filed by	One Reporting Pe	rson	
DENVER, (City)		Zip) Toble				Person	More than One Re		
(City)	(State) (	Table	e I - Non-D	erivative S	ecurities Acq	uired, Disposed o	of, or Beneficial	ly 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. Securiti on(A) or Dis (D) (Instr. 3, 4	•	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)	

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

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Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

110,651 (2)

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\$0

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

39,651

(1)

### Edgar Filing: CIMAREX ENERGY CO - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	of Derivative	e Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Λ	nount	
									lount	
						Date	Expiration e Date	Or Title Nove	no la cu	
						Exercisable		Title Number	mber	
				C 1 W	(A) (D)			of		
				Code V	(A) (D)			Sha	ares	

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vice

Lambuth John 1700 LINCOLN STREET SUITE 3700 DENVER, CO 80203

President-Exploration

## **Signatures**

Francis B. Barron, as Attorney-in-Fact

\*\*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).
- This Form 4 amends the original Form 4 filed on December 11, 2014 to provide the definitive number of shares subject to the award approved on December 10, 2014 based upon the completion by an outside consultant of a Monte Carlo simulation that resulted in the valuation necessary to equal the grant date fair value of the performance share award approved by the Compensation and Governance Committee.
- (2) Represents 12,000 shares of restricted stock subject to service-based vesting and 98,651 shares subject to service-based vesting and the satisfaction of certain performance criteria.

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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