

Thomson Michael J
Form 4
January 19, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Thomson Michael J

(Last) (First) (Middle)
1011 WARRENVILLE ROAD, SUITE 600
(Street)

LISLE, IL 60532

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SunCoke Energy, Inc. [SXC]

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/17/2012		J		11,375	A	Ⓛ	36,375	D	
Common Stock	01/17/2012		J		469	A	Ⓛ	469	I	By Sunoco, Inc. ESOP Trust

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

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)

Edgar Filing: Thomson Michael J - Form 4

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 or Number of Shares
Stock Options (Right to Buy) ⁽²⁾	\$ 22.31	01/17/2012		J		50,519		01/17/2012	03/30/2017	Common Stock	50,519
Stock Options (Right to Buy) ⁽²⁾	\$ 20.26	01/17/2012		J		59,992		01/17/2012	12/05/2017	Common Stock	59,992
Stock Options (Right to Buy) ⁽²⁾	\$ 11.18	01/17/2012		J		88,725		01/17/2012	12/03/2018	Common Stock	88,725
Stock Options (Right to Buy) ⁽²⁾	\$ 8.93	01/17/2012		J		74,832		01/17/2012 ⁽³⁾	03/03/2020	Common Stock	74,832
Common Stock Units ⁽²⁾ ⁽⁴⁾	⁽⁵⁾	01/17/2012		J		15,786		⁽⁶⁾	⁽⁶⁾	Common Stock	15,786
Common Stock Units ⁽²⁾ ⁽⁷⁾	⁽⁵⁾	01/17/2012		J		30,816		⁽⁶⁾	⁽⁶⁾	Common Stock	30,816
Common Stock Units ⁽²⁾ ⁽⁸⁾	⁽⁵⁾	01/17/2012		J		49,382		⁽⁶⁾	⁽⁶⁾	Common Stock	49,382
Common Stock Units ⁽²⁾ ⁽⁹⁾	⁽⁵⁾	01/17/2012		J		20,157		⁽⁶⁾	⁽⁶⁾	Common Stock	20,157
	⁽⁵⁾	01/17/2012		J		30,235		⁽⁶⁾	⁽⁶⁾		30,235

Common
Stock
Units ⁽²⁾
(10)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomson Michael J 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532			President & COO	

Signatures

/s/ Jaime M. Lamana,
attorney-in-fact

01/19/2012

__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) The amount reported in this row is based on the distribution by Sunoco, Inc. ("Sunoco") of 56,660,000 shares of common stock, par value \$0.01 per share, of SunCoke Energy, Inc. ("SunCoke") owned by Sunoco to Sunoco stockholders of record on the close of business on January 5, 2012. (the "Distribution"). The Distribution was completed on January 17, 2012. Amounts reported in this row are estimated as of January 17, 2012 based on preliminary information regarding the Distribution; final amounts, if different, will be reported in a subsequent filing.

(2) Equity awards awarded under the SunCoke Energy, Inc. Long-Term Incentive Plan relating to the adjustment of Sunoco equity awards in connection with the Distribution. The terms of the adjustment of the reporting person's Sunoco equity awards were set forth in the Separation and Distribution Agreement by and between SunCoke and Sunoco, dated as of July 18, 2011 and were approved by SunCoke's board of directors. Amounts reported in this row are estimated as of January 17, 2012 based on preliminary information regarding the Distribution, final amounts; if different, will be reported in a subsequent filing.

(3) Stock options with respect to 24,944 shares of common stock are vested as of January 17, 2012. The remainder of the stock options vest in two equal installments on March 2, 2012 and March 2, 2013.

(4) The Common Stock Units ("CSUs") vest and settle in two equal installments on July 1, 2012 and July 1, 2013, respectively, subject to continued employment of the reporting person through the applicable vesting date. Reporting person will also receive an amount equal to the cash dividends that would have paid out had he been the holder of shares of SunCoke common stock equal to the number of CSUs that are vested and settled, if any.

(5) Conversion rate is 1 for 1.

(6) Not applicable.

(7) The CSUs will vest and settle on December 1, 2012, subject to continued employment of the reporting person through the applicable vesting date. Reporting person will also receive an amount equal to the cash dividends that would have paid out had he been the holder of shares of SunCoke common stock equal to the number of CSUs that are vested and settled, if any.

(8) The CSUs will vest and settle on March 2, 2013, subject to continued employment of the reporting person through the applicable vesting date. Reporting person will also receive an amount equal to the cash dividends that would have paid out had he been the holder of shares of SunCoke common stock equal to the number of CSUs that are vested and settled, if any.

(9) The CSUs will vest and settle in three equal annual installments, beginning on March 1, 2012, subject to continued employment of reporting person with SunCoke through the applicable vesting date. Reporting person will also receive an amount equal to the cash dividends that would have paid out had he been the holder of shares of SunCoke common stock equal to the number of CSUs that are

Edgar Filing: Thomson Michael J - Form 4

vested and settled, if any.

(10) The CSUs will vest and settle on March 1, 2014, subject to continued employment of the reporting person through the applicable vesting date. Reporting person will also receive an amount equal to the cash dividends that would have paid out had he been the holder of shares of SunCoke common stock equal to the number of CSUs that are vested and settled, if any.

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.