

HENDERSON FREDERICK A
Form 4
March 19, 2012

FORM 4

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

OMB APPROVAL

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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 *
HENDERSON FREDERICK A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2012

____ Director
____ Officer (give title below) Other (specify below)
Chairman & CEO

LISLE, IL 60532
(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2012		M ⁽¹⁾		1,136.236	A	\$ 14.43
Common Stock	03/15/2012		D ⁽¹⁾		1,136.236	D	\$ 14.43
							29,136.236
							28,000

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

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SEC 1474 (9-02)

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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
Deferred Share Units	(3)	03/15/2012		M(4)	1,136.236	(2)	(2)	Common Stock	1,136.236

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENDERSON FREDERICK A
1011 WARRENVILLE ROAD
SUITE 600
LISLE, IL 60532

Chairman & CEO

Signatures

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

03/19/2012

__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).

Settlement of deferred share units granted under the Sunoco, Inc. Executive Involuntary Deferred Compensation Plan (the "Plan").

(1) Pursuant to applicable SEC reporting requirements, the settlement of the deferred share units for cash is reported on this Form 4 as disposition of the deferred share units being settled in exchange for the acquisition of the underlying stock and a simultaneous disposition of the underlying stock to the issuer for cash.

(2) Not applicable.

(3) Conversion rate is 1 for 1.

Settlement of 1,136.236 share units (first of three annual installments) for cash, pursuant to the Plan. Settlement of these deferred share

(4) units is reported on this Form 4 as a disposition of the deferred share units being settled in exchange for the acquisition of the underlying stock and simultaneous disposition of the underlying stock to the issuer for cash.

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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