Sanchez Energy Corp Form 4 January 11, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

Sanchez Energy Corp [SN]

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

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 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SANCHEZ ANTONIO R JR

(Last)	(Middle) 3.	3. Date of Earliest Transaction					(Check an applicable)				
(Last) (First) (Middle)								W D'		10% 0	
1000 MAT	NICTORET CHI		(Month/Day/Year)					X Director X Officer (g		_ 10% Owner _ Other (specify	
1000 MAIN STREET, SUITE 3000			01/09/2017					below)	outer (specify		
								Ex Chairman of the BoD			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)					Applicable Line)				
			Tirod(iizinan Zaji, Toar)					_X_ Form filed by One Reporting Person			
HOUSTO							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative	Secu	rities Acc	quired, Disposed	of, or Benefic	cially Owned	
1.Title of	2. Transaction Date	2A. Deemed		3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Da						Securities	Ownership	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4	and :	5)	Beneficially	Form:	Beneficial	
		(Month/Day/	ny/Year) (Instr. 8)					Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)	
								Reported	(I)	(Illisti: 1)	
						(A)		Transaction(s)	(Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	01/00/0015				82,573	` ′	\$	1.661.006			
Stock	01/09/2017			S	(1)	D	8.697	1,661,236	D		
										D C1	
Common								200 000	_	By Sanchez	
Stock								200,000	I	2016 GRAT	
										No. 1 (2)	
C										By Sanchez	
Common								199,489	I	2016 GRAT	
Stock										No. $2^{(2)}$	
Common								879,472	I	Dy Canahaz	
Stock								0/7,4/2	1	By Sanchez Oil & Gas	
SIUCK											
										Corporation	

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			(3)
Common Stock	175,036	I	By 1988 Trust No. 13
Common Stock	26,213	I	By Alicia M. Sanchez Charitable Lead Annuity Trust (5)
Common Stock	707,333	I	By Sanexco, Ltd. (6)
Common Stock	371,836	I	By 1988 Trust No. 11
Common Stock	371,836	I	By 1988 Trust No. 12
Common Stock	371,836	I	By 1988 Trust No. 14
Common Stock	707,333	I	By San Juan Oil & Gas No. 2, Ltd.
Common Stock	474,800	I	By AEP Ltd. Partnership (8)

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)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	• •	any	Code	of	(Month/Day/Year)	Underlying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

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4, and 5)

Date Expiration Or Number Of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANCHEZ ANTONIO R JR 1000 MAIN STREET, SUITE 3000 X Ex Chairman of the BoD HOUSTON, TX 77002

Signatures

/s/ A.R. 01/11/2017 Sanchez, Jr.

**Signature of Date
Reporting Person

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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the Reporting Person and was used to satisfy the Reporting Person's federal income tax obligations with respect to the vesting of equity awards.
 - For estate planning purposes, Reporting Person is the sole trustee of both Sanchez 2016 GRAT No. 1 and Sanchez 2016 GRAT No. 2 (collectively, the "2016 Trusts"). Reporting Person may be deemed to share voting and dispositive power over the shares held by the 2016
- (2) Trusts. Reporting Person disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
 - These shares are owned directly by Sanchez Oil & Gas Corporation ("SOG"). SOG is managed by Reporting Person and Antonio R. Sanchez, III. Reporting Person may be deemed to share voting and dispositive power over the shares held by SOG. Reporting Person
- (3) disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
 - These shares are owned directly by the following trusts (the "Trusts"), respectively: (i) 1988 Trust No. 11: co-trustee/beneficiary Antonio R. Sanchez, III; (ii) 1988 Trust No. 12: co-trustee/beneficiary Ana Lee Sanchez Jacobs; (iii) 1988 Trust No. 13 co-trustee/beneficiary Eduardo Sanchez; and (iv) 1988 Trust No. 14 co-trustee/beneficiary Patricio Sanchez. Reporting Person is a co-trustee, along with the respective co-trustees and beneficiaries listed next to the name of the Trust above, of each of the Trust set forth above. Reporting Person
- respective co-trustees and beneficiaries listed next to the name of the Trust above, of each of the Trusts set forth above. Reporting Person may be deemed to share voting and dispositive power over the shares held by the Trusts. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
- These shares are owned directly by the Alicia M. Sanchez Charitable Lead Annuity Trust ("CLAT"). Reporting Person is the sole trustee of CLAT. Reporting Person disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
- (6) These shares are owned directly by Sanexco, Ltd. ("Sanexco"). Sanexco is controlled by its general partner, Sanchez Management Corporation ("SMC"), which is managed by Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by Sanexco. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary

Reporting Owners 3

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interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

- These shares are owned directly by San Juan Oil & Gas No. 2, Ltd. ("San Juan"). San Juan is controlled by its general partner, SMC, which is managed by Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by San Juan. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.
 - These shares are owned directly by AEP Ltd. Partnership ("AEP"). AEP is controlled by its general partner, Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by AEP. Reporting Person disclaims beneficial
- (8) ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

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.