## JOSEY SCOTT D

Form 4
November 10, 2010

## FORM 4 <br> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 <br> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction <br> STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES <br> 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 1(b). <br> OMB APPROVAL <br> OMB Number: <br> Expires: January 31, <br> Estimated average burden hours per response... <br> 0.5

(Print or Type Responses)

| 1. Name and Address of Reporting Person * <br> JOSEY SCOTT D | 2. Issuer Name and Ticker or Trading <br> Symbol <br> (Last) <br>  <br> MARINER ENERGY INC [ME] |
| :--- | :--- |
| ONE BRIARLAKE PLAZA, SUITE | (Middle) |
| 2000, 2000 WEST SAM HOUSTON | 3. Date of Earliest Transaction <br> (Month/Day/Year) <br> PARKWAY SOUTH |
| $\qquad$(Street) 4. If Amendment, Date Original |  |
|  | Filed(Month/Day/Year) |

HOUSTON, TX 77042

| (City) | (State) | 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. <br> Transact Code (Instr. 8 <br> Code | 4. Securitie (A) or Disp (Instr. 3, 4 <br> Amount | Acqu sed of nd 5) <br> (A) or (D) | ired (D) Price | 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) |
| Common Stock | 11/10/2010 |  | F | 210,209 |  | (1) | 976,604 | D |  |
| Common Stock | 11/10/2010 |  | D | 976,604 | D | (2) | 0 | D |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474 information contained in this form are not
(9-02) required to respond unless the form displays a currently valid OMB control number.

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transact <br> Code <br> (Instr. 8) |  | mber of ative rities ired (A) or posed of (D) . 3, 4, and | 6. Date Exerc Expiration D (Month/Day/ | sable and ear) | 7. Title and Underlying (Instr. 3 and | Amount Securitie 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code V | $V$ (A) | (D) | Date <br> Exercisable | Expiration <br> Date | Title | Amoun Numbe Shares |
| Employee |  |  |  |  |  |  |  |  |  |  |
| Stock <br> Option <br> (right to buy) | \$ 14 | 11/10/2010 |  | D |  | 200,000 | 03/11/2008 | 03/11/2015 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned} 200,0$ |  |

## Reporting Owners

Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other
JOSEY SCOTT D
ONE BRIARLAKE PLAZA, SUITE 2000
2000 WEST SAM HOUSTON PARKWAY SOUTH
X
Chairman, CEO and President
HOUSTON, TX 77042

## Signatures

Scott D. Josey

11/10/2010
${ }_{\text {** }}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
On November 10, 2010, 576,725 shares of the issuer's common stock granted to the reporting person under the issuer's Stock Incentive Plan, as amended and restated from time to time (the "Plan"), vested. To satisfy withholding tax obligations in connection with the
(1) vesting, the issuer withheld the shares this Form reports were disposed. In accordance with the Plan, the number of shares withheld was determined by reference to the closing price per share of the issuer's common stock on the New York Stock Exchange on November 9, 2010 of \$26.50.

Disposed of pursuant to an Agreement and Plan of Merger between Apache Corporation ("Apache"), Apache Deepwater LLC and Mariner Energy, Inc., dated 4/14/2010, as amended (the "Merger Agreement"), on 11/10/2010, the effective date of the merger (the "Effective Date"). Pursuant to the Merger Agreement, Mariner stockholders could elect to receive the following consideration: (i) all stock consideration of 0.24347 share of Apache common stock for each share of Mariner common stock, subject to possible proration, (ii) all cash consideration of $\$ 26.00$ in cash for each share of Mariner common stock, subject to possible proration, and (iii) mixed consideration of $\$ 7.80$ in cash and 0.17043 share of Apache common stock for each share of Mariner common stock (the "Mixed Consideration"). If no election was made, the stockholder will receive the Mixed Consideration for Mariner common stock. Apache announced it expects to announce final results of merger consideration elections on 11/12/2010.
(3) Pursuant to the Merger Agreement, this fully vested option was converted on the Effective Date into a fully vested option to purchase 48,694 shares of Apache common stock for $\$ 57.51$ per share.

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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.

