

Sanchez Energy Corp  
Form 4  
June 20, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
SANCHEZ ANTONIO R JR

(Last) (First) (Middle)  
1111 BAGBY STREET, SUITE  
1800  
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Sanchez Energy Corp [SN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/18/2014

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)  
Exec. Chairman of the BoD

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	06/18/2014		S(1)		325,000	D	\$ 35.25 (1)
Common Stock	06/18/2014		S(1)		375,000	D	\$ 35.25 (1)
Common Stock						I	175,036
						I	26,213
							By Sanchez Oil & Gas Corporation (2) (3)
							By 1988 Trust No. 13 (4)

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Common Stock							By Alicia M. Sanchez Charitable Lead Annuity Trust <sup>(5)</sup>
Common Stock					707,333	I	By Sanexco, Ltd. <sup>(6)</sup>
Common Stock					371,836	I	By 1988 Trust No. 11 <sup>(4)</sup>
Common Stock					371,836	I	By 1988 Trust No. 12 <sup>(4)</sup>
Common Stock					371,836	I	By 1988 Trust No. 14 <sup>(4)</sup>
Common Stock					707,333	I	By San Juan Oil & Gas No. 2, Ltd. <sup>(7)</sup>
Common Stock					474,800	I	By AEP Ltd. Partnership <sup>(8)</sup>

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

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(9-02)

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of



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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.

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