GRAN TIERRA ENERGY INC.

Form 4 July 07, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Hodgins Robert B.

(First) (Middle)

C/O GRAN TIERRA ENERGY INC., 200, 150 13 AVENUE SW

CALGARY, A0 T2R 0V2

(Street)

(State)

2. Transaction Date 2A. Deemed

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

GRAN TIERRA ENERGY INC. [GTE]

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

07/05/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Price Underlying Securities Deriva

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

SEC 1474

(9-02)

(D) or Indirect Beneficial

Issuer

below)

X_ Director

Applicable Line)

5. Amount of

Securities

Following

Reported

Owned

Beneficially

Officer (give title

Estimated average

burden hours per

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8 | (A) (Disp | or osed of r. 3, 4, | ` | (Month/Day/Year) | | (Instr. 3 and 4) | |
|----------------------------|---|------------|-------------------------|-------------------|-----------|---------------------------|------------------------|--------------------|-----------------|--|------|
| | | | | Code ' | V (A |) (I | D) Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Deferred Stock Units | <u>(1)</u> | 07/05/2016 | | A | 8,3 | 76 | (2) | (2) | Common Stock | 8,376 | \$ (|

Reporting Owners

Reporting Owner Name / Address $\frac{\text{Relationships}}{\text{Director}} = \frac{10\% \text{ Owner}}{10\% \text{ Owner}} = \frac{\text{Other}}{\text{Other}}$ Hodgins Robert B. C/O GRAN TIERRA ENERGY INC.

C/O GRAN TIERRA ENERGY INC. 200, 150 13 AVENUE SW CALGARY, A0 T2R 0V2



/s/ Diane Phillips, Attorney-In Fact 07/07/2016

**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) Deferred stock units convert into common stock on a one-for-one basis.
- (2) Each deferred stock unit represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The deferred stock units vest in full at such time as the reporting person ceases to be a member of the Board of Directors of the Issuer.

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.

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