

Gerlich Michael A
 Form 4
 February 01, 2018

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 *
 Gerlich Michael A

2. Issuer Name and Ticker or Trading Symbol
 Gastar Exploration Inc. [GST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1331 LAMAR, SUITE 650

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP & CFO

(Street)
 HOUSTON, TX 77010

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	01/30/2018		F	V 68,952 (1)	(D) \$ 1.12	2,437,091 (2)	D
Common Stock	01/30/2018		A	177,734 (3)	A \$ 0	2,614,825 (2)	D

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

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
2015 Performance Based Units	\$ 0	01/30/2018		J			135,417 <u>(4)</u>	<u>(5)</u>	01/30/2018	Common Stock
2016 Performance Based Units	\$ 0							<u>(5)</u>	01/30/2019	Common Stock
2017 Performance Based Units	\$ 0							<u>(5)</u>	01/30/2020	Common Stock
2018 Performance Based Units	\$ 0	01/30/2018		A	177,734			<u>(6)</u>	01/30/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gerlich Michael A 1331 LAMAR, SUITE 650 HOUSTON, TX 77010			Senior VP & CFO	

Signatures

/s/ Michael A.
Gerlich
Date: 02/01/2018

**Signature of 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) Shares forfeited to meet tax obligation of restricted share vesting.
- (2) Includes 1,377,934 shares acquired on various dates pursuant to previously reported restricted share grants that will vest subject to previously disclosed vesting schedules.
- (3) The reported shares were acquired pursuant to a restricted share grant and will vest in three equal annual installments beginning on January 30, 2019.
- (4)

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These PBUs vested and forfeited as a result of the 2015 PBU award settling at 0% of the target award based on Gastar's share price depreciation over the performance period.

- (5) These PBUs vest in their entirety at the end of a three-year performance period as previously reported.

These PBUs vest in their entirety at the end of the three-year performance period with settlement in common stock between 0% and 200% (**subject to limitations discussed in Footnote 7 below) of the target award based on Gastar's share price appreciation over a three-year performance period relative to a peer index. Share price appreciation is measured generally as the change in market value of common stock during the performance period. The PBUs have no voting rights but provide for dividend equivalents to be paid upon vesting.

- (6) The number of PBUs reported (177,734) represents the target award. As such, the number of shares that may be issued upon vesting ranges from 0 shares to 355,468 shares. **As discussed in Footnote 6 above, at the end of the performance period, the participant may earn up to 200% of the target award, subject to a maximum award limitation of one million (1,000,000) shares that may be issued to any individual in a calendar year under the Gastar Exploration Inc. Long-Term Incentive Plan.
- (7)

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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