

ENERGEN CORP
Form 4
February 10, 2015

FORM 4

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

OMB APPROVAL

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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 *
WOODRUFF J DAVID JR

(Last) (First) (Middle)

**605 RICHARD ARRINGTON JR.
BLVD. NORTH**

(Street)

BIRMINGHAM, AL 35203-2707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENERGEN CORP [EGN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2015

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)
General Counsel and Secretary

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	(D)	Price
Common Stock (Deferred)					830 ⁽²⁾	D	
Common Stock (IRA)					1,500	D	
Common Stock (Restricted)					1,567	D	
Common Stock (RSU)	02/10/2015		A		6,287	A	10 7,960
					19,785	I	ESP ⁽¹⁾

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Common
Stock (ESP)

Common Stock	02/09/2015	A	5,666	A	(11)	75,669	D
(Same as above)	02/09/2015	F	2,589	D	\$ 66.06	73,080	D

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (NQ)	\$ 46.45					(3) 01/23/2017	Common Stock	13,855	
Stock Option (Right to Buy) (NQ)	\$ 60.56					(4) 01/22/2018	Common Stock	12,100	
Stock Option (Right to Buy) (NQ)	\$ 29.79					01/28/2012 01/27/2019	Common Stock	7,281	
Stock Option (Right to Buy) (NQ)	\$ 46.69					(5) 01/26/2020	Common Stock	15,468	

Buy) (NQ) Stock Option (Right to Buy) (NQ)	\$ 54.99	<u>(6)</u>	01/25/2021	Common Stock	14,789
Buy) (NQ) Stock Option (Right to Buy) (NQ)	\$ 54.11	<u>(7)</u>	01/24/2022	Common Stock	16,029
Buy) (NQ) Stock Option (Right to Buy) (NQ)	\$ 48.36	<u>(8)</u>	01/23/2023	Common Stock	4,557
Buy) (NQ) Stock Option (Right to Buy) (NQ)	\$ 72.39	<u>(9)</u>	01/21/2024	Common Stock	4,332

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODRUFF J DAVID JR 605 RICHARD ARRINGTON JR. BLVD. NORTH BIRMINGHAM, AL 35203-2707			General Counsel and Secretary	

Signatures

J. D. Woodruff 02/10/2015

**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) Energen Corporation Employee Savings Plan, number of securities is estimated based on trustee's unit accounting.
- (2) Energen Corporation Deferred Compensation Plan, number of securities is estimated based on recordkeepers' unit accounting.
- (3) The option became exercisable in three annual installments of 4,618, 4,618 and 4,619 on January 24, 2008, 2009 and 2010, respectively.
- (4) The option became exercisable in three annual installments of 4,033, 4,033 and 4,034 on January 23, 2009, 2010 and 2011, respectively.
- (5) The option became exercisable in three equal annual installments of 5,156 each on January 27, 2011, 2012 and 2013 respectively.
- (6) The option became exercisable in three annual installments of 4,929, 4,930 and 4,930 on January 26, 2012, 2013 and 2014, respectively.

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- (7) The option became exercisable in three equal annual installments of 5,343 each on January 25, 2013, 2014 and 2015, respectively.
- (8) The option becomes exercisable in three equal annual installments of 1,519 each on January 24, 2014, 2015 and 2016, respectively.
- (9) The option becomes exercisable in three equal annual installments of 1,444 each on January 22, 2015, 2016 and 2017, respectively.
- (10) Grant under the Stock Incentive Plan; no purchase price.
- (11) Payout of performance shares granted under the Stock Incentive Plan for the award period ended December 31, 2014; no purchase price.

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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