

ENERGEN CORP
Form 4
May 13, 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 *
MCMANUS J T

(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)
05/12/2014

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)
Chairman and CEO

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 (ESP)					2,793	I	ESP ⁽¹⁾
Common Stock	05/12/2014		M		50,198	A	\$ 54.99
(same as above)	05/12/2014		S		32,632	D	\$ 84.54 ⁽⁸⁾
(same as above)	05/12/2014		F		14,187	D	\$ 85.15
Common Stock					16,722	D	

(Restricted)

Common Stock (RSU) 14,235 D

Common Stock (Deferred) 191 ⁽²⁾ 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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (NQ)	\$ 54.99	05/12/2014		M		50,198	⁽³⁾	01/25/2021	Common Stock	50,198
Stock Option (Right to Buy) (NQ)	\$ 54.11						⁽⁴⁾	01/24/2022	Common Stock	128,952
Stock Option (Right to Buy) (NQ)	\$ 48.36						⁽⁵⁾	01/23/2023	Common Stock	48,612
Stock Option (Right to Buy) (NQ)	\$ 72.39						⁽⁶⁾	01/21/2024	Common Stock	36,855

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMANUS J T 605 RICHARD ARRINGTON JR. BLVD. NORTH BIRMINGHAM, AL 35203-2707	X		Chairman and CEO	

Signatures

J.D. Woodruff, Attorney
in Fact

05/13/2014

__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) Energen Corporation Employee Savings Plan, number of shares and securities are estimates based on trustee's accounting.
- (2) Energen Corporation Deferred Compensation Plan, number of securities is estimated based on recordkeepers' unit accounting.
- (3) The option became exercisable in three equal annual installments of 32,566 each on January 26, 2012, 2013 and 2014, respectively.
- (4) The option becomes exercisable in three equal annual installments of 42,984 each on January 25, 2013, 2014 and 2015, respectively.
- (5) The option becomes exercisable in three equal annual installments of 16,204 each on January 24, 2014, 2015 and 2016, respectively.
- (6) The option becomes exercisable in three equal annual installments of 12,285 each on January 22, 2015, 2016 and 2017, respectively.
- (7) Exercise or conversion of a derivative security.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.30 to \$84.97, inclusive. Full informatoin regarding the number of shares sold at each separate price will be provided upon request.

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.