

ENERGEN CORP  
Form 4  
May 21, 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 \*  
Porter Charles W

(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)  
05/19/2014

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)  
Vice President, CFO

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)					60	I	ESP <sup>(1)</sup>
Common Stock	05/19/2014		M		12,347	A	\$ 46.69
(same as above)	05/19/2014		M		3,690	A	\$ 60.56
(same as above)	05/19/2014		S		16,037	D	\$ 86.04 <sup>(9)</sup>
Common Stock					4,155	D	

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(Restricted)

Common Stock (RSU) 4,367 D

Common Stock (Deferred) 838 <sup>(2)</sup> 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. Amount or Number of Shares
Stock Option (Right to Buy) (NQ)	\$ 60.56	05/19/2014		M	3,690	<sup>(3)</sup> 01/22/2018	Common Stock	3,690
Stock Option (Right to Buy) (NQ)	\$ 46.69	05/19/2014		M	12,347	<sup>(4)</sup> 01/26/2020	Common Stock	12,347
Stock Option (Right to Buy) (NQ)	\$ 54.99					<sup>(5)</sup> 01/25/2021	Common Stock	24,090
Stock Option (Right to Buy) (NQ)	\$ 54.11					<sup>(6)</sup> 01/24/2022	Common Stock	12,078

Stock Option (Right to Buy) (NQ)	\$ 48.36	(7)	01/23/2023	Common Stock	12,078
Stock Option (Right to Buy) (NQ)	\$ 72.39	(8)	01/21/2024	Common Stock	11,307

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Porter Charles W 605 RICHARD ARRINGTON JR. BLVD. NORTH BIRMINGHAM, AL 35203-2707			Vice President, CFO	

## Signatures

J.D. Woodruff, Attorney  
in Fact

05/21/2014

\_\_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 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 4,341, 4,342 and 4,342 on January 23, 2009, 2010 and 2011, respectively.
- (4) The option became exercisable in three annual installments of 8,232, 8,232 and 8,233 on January 27, 2011, 2012 and 2013, respectively.
- (5) The option became exercisable in three equal annual installments of 8,030 each on January 26, 2012, 2013 and 2014, respectively.
- (6) The option becomes exercisable in three equal annual installments of 10,889 each on January 25, 2013, 2014 and 2015, respectively.
- (7) The option becomes exercisable in three equal annual installments of 4,026 each on January 24, 2014, 2015 and 2016, respectively.
- (8) The option becomes exercisable in three equal annual installments of 3,769 each on January 22, 2015, 2016 and 2017, respectively.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.75 to \$86.39, inclusive. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (10) Exercise or conversion of a derivative security.

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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