Sanchez Energy Corp
Form 4
February 22, 2016

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANCHEZ ANTONIO R JR

(Last) (First) (Middle)

1000 MAIN STREET, SUITE 3000

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Sanchez Energy Corp [SN]

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exe. Chairman of the BoD

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	02/18/2016		J (1)		200,000 (1)	D	(1)	1,128,966	D	
Common Stock	02/18/2016		J (1)		200,000 (1)	A	(1)	200,000	I	By Sanchez 2016 GRAT No. 1
Common Stock	02/18/2016		J (1)		199,489 (1)	D	(1)	929,477	D	
Common Stock	02/18/2016		J (1)		199,489 (1)	A	(1)	199,489	I	By Sanchez 2016 GRAT No. 2
	02/18/2016		A			A	(2)	1,206,349	D	

Common Stock					276,872 (2)					
Common Stock	02/18/2016		A		537,460 (2)	A	(2)	1,743,809	D	
Common Stock								879,472	I	By Sanchez Oil & Gas Corporation (3)
Common Stock								175,036	I	By 1988 Trust No. 13 (4)
Common Stock								26,213	I	By Alicia M. Sanchez Charitable Lead Annuity Trust (5)
Common Stock								707,333	I	By Sanexco, Ltd. (6)
Common Stock								371,836	I	By 1988 Trust No. 11 (4)
Common Stock								371,836	I	By 1988 Trust No. 12 (4)
Common Stock								371,836	I	By 1988 Trust No. 14 (4)
Common Stock								707,333	I	By San Juan Oil & Gas No. 2, Ltd. (7)
Common Stock								474,800	I	By AEP Ltd. Partnership (8)

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 An Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Phantom Stock	(9)	02/18/2016		A		537,460		02/18/2019 (10)	02/18/2019 (10)	Common Stock	
Phantom Stock	(9)	02/18/2016		A		276,872		02/18/2021 (11)	02/18/2021 (11)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANCHEZ ANTONIO R JR 1000 MAIN STREET, SUITE 3000 HOUSTON, TX 77002	X		Exe. Chairman of the BoD	

Signatures

/s/ A.R. Sanchez, Jr.	02/22/2016
**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) On February 18, 2016, Reporting Person transferred 200,000 and 199,489 shares of the Issuer's common stock, par value $0.01 per share ("Common Stock"), to Sanchez 2016 GRAT No. 1 and Sanchez 2016 GRAT No. 2 (collectively, the "2016 Trusts"), respectively, of which Reporting Person is the sole trustee of both, for estate planning purposes. Reporting Person may be deemed to share voting and dispositive power over the shares held by the 2016 Trusts. Reporting Person disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(2) Represents a grant of restricted stock Reporting Person received from the Issuer.

(3) These shares are owned directly by Sanchez Oil & Gas Corporation ("SOG"). SOG is managed by Reporting Person and Antonio R. Sanchez, III. Reporting Person may be deemed to share voting and dispositive power over the shares held by SOG. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(4) These shares are owned directly by the following trusts (the "Trusts"), respectively: (i) 1988 Trust No. 11: co-trustee/beneficiary Antonio R. Sanchez, III; (ii) 1988 Trust No. 12: co-trustee/beneficiary Ana Lee Sanchez Jacobs; (iii) 1988 Trust No. 13 co-trustee/beneficiary Eduardo Sanchez; and (iv) 1988 Trust No. 14 co-trustee/beneficiary Patricio Sanchez. Reporting Person is a co-trustee, along with the respective co-trustees and beneficiaries listed next to the name of the Trust above, of each of the Trusts set forth above. Reporting Person may be deemed to share voting and dispositive power over the shares held by the Trusts. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(5) These shares are owned directly by the Alicia M. Sanchez Charitable Lead Annuity Trust ("CLAT"). Reporting Person is the sole trustee of CLAT. Reporting Person disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(6) These shares are owned directly by Sanexco, Ltd. ("Sanexco"). Sanexco is controlled by its general partner, Sanchez Management Corporation ("SMC"), which is managed by Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by Sanexco. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(7) These shares are owned directly by San Juan Oil & Gas No. 2, Ltd. ("San Juan"). San Juan is controlled by its general partner, SMC, which is managed by Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by San Juan. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(8) These shares are owned directly by AEP Ltd. Partnership ("AEP"). AEP is controlled by its general partner, Reporting Person. Reporting Person may be deemed to share voting and dispositive power over the shares held by AEP. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

(9) Each share of phantom stock is the economic equivalent of one share of the Common Stock.

(10) Phantom stock is payable only in cash, which vests in equal annual increments over a three year period.

(11) Phantom stock is payable only in cash, which cliff vests in five years or earlier if the Common Stock closing price equals or exceeds certain benchmarks as set forth in the form of agreement.

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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