

Thomson Michael J  
Form 4  
December 04, 2012

**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 \*  
Thomson Michael J

2. Issuer Name and Ticker or Trading Symbol  
SunCoke Energy, Inc. [SXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1011 WARRENVILLE ROAD, SUITE 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/02/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
President & COO

LISLE, IL 60532  
(City) (State) (Zip)

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

**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 or Price		
Common Stock	12/02/2012		M		30,816 A \$ 0 <sup>(1)</sup>	96,191	D
Common Stock <sup>(2)</sup>	12/02/2012		F		11,251 D \$ 16.25	84,940	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 Amount of Underlying Securities (Instr. 3 and 4)	8. P... Deriv... Secur... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						V	(A)	(D)	
Common Stock Units <sup>(3)</sup>	<u>(4)</u>	12/02/2012		M	30,816	<u>(5)</u>	<u>(5)</u>	Common Stock	30,816

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomson Michael J 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532			President & COO	

## Signatures

/s/ Alison M. Rhoten,  
attorney-in-fact

12/04/2012

                                 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).
- The shares of common stock were acquired pursuant to a grant of restricted common stock units under the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan. This transaction represents the settlement of vested restricted common stock units in shares of common stock.
- (1) Long-Term Performance Enhancement Plan. This transaction represents the settlement of vested restricted common stock units in shares of common stock.
  - (2) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted common stock units.
- Equity awards awarded under the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan relating to the adjustment of Sunoco, Inc. equity awards in connection with the distribution by Sunoco, Inc. ("Sunoco") of 56,660,000 shares of common stock, par value \$0.01 per share, of SunCoke Energy, Inc. ("SunCoke") owned by Sunoco to Sunoco stockholders of record on the close of business on January 5, 2012 (the "Distribution"). The Distribution was completed on January 17, 2012. The terms of the adjustment of the reporting person's Sunoco equity awards were set forth in the Separation and Distribution Agreement by and between SunCoke and Sunoco, dated as of July 18, 2011 and were approved by SunCoke's Board of Directors. The restricted stock units vested and settled on December 2, 2012.
- (3) on January 5, 2012 (the "Distribution"). The Distribution was completed on January 17, 2012. The terms of the adjustment of the reporting person's Sunoco equity awards were set forth in the Separation and Distribution Agreement by and between SunCoke and Sunoco, dated as of July 18, 2011 and were approved by SunCoke's Board of Directors. The restricted stock units vested and settled on December 2, 2012.
  - (4) Conversion rate is 1 for 1.
  - (5) Not applicable.

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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