

Gallagher Matthew
Form 4
February 12, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gallagher Matthew

(Last) (First) (Middle)

303 COLORADO STREET, SUITE
3000

(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Parsley Energy, Inc. [PE]

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

02/11/2019

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)

See Remarks

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	(A) or (D)	Price		
Class A common stock	02/11/2019		A		110,314 <u>(1)</u>	A	\$ 0	717,290	D
Class A common stock	02/11/2019		A		69,412 <u>(2)</u>	A	\$ 0	786,702	D
Class A common stock	02/11/2019		F		18,985 <u>(3)</u>	D	\$ 17.64	767,717	D
Class B common								1,000,000	D

stock ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gallagher Matthew 303 COLORADO STREET, SUITE 3000 AUSTIN, TX 78701	X See Remarks

Signatures

/s/ Matt Gallagher, by Colin Roberts, as
Attorney-in-Fact 02/12/2019

____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) Represents a time-based restricted stock unit award pursuant to the Parsley Energy, Inc. 2014 Long Term Incentive Plan. The award will vest in full on the third anniversary of the grant date.

(2) Represents shares of Class A common stock earned pursuant to a performance-based restricted stock award granted on February 18, 2016, based upon attainment of the applicable performance conditions and adjustment of the target number of shares, as certified by the Compensation Committee of the Issuer on February 11, 2019.

(3)

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The Issuer withheld shares of Class A common stock that would have otherwise been issuable to the reporting person to satisfy the Issuer's tax withholding obligations in connection with the vesting and settlement of the performance-based restricted stock granted on February 18, 2016. The number of shares of Class A common stock withheld was determined based on the closing price of the Class A common stock on February 8, 2019.

- (4) Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by stockholders generally.

Remarks:

President and Chief Executive Officer

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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