

Conn Mitzi P
Form 4
January 03, 2019

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 *
Conn Mitzi P

2. Issuer Name and Ticker or Trading Symbol
CALLON PETROLEUM CO [CPE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

1401 ENCLAVE PARKWAY, SUITE 600

(Street)

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

Vice President and CAO

HOUSTON, TX 77077

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | | 24,484 | I | 401(k) Account |
| Common Stock | 12/31/2018 | | M | 12,710 A | \$ 0 (1) | D | |
| Common Stock | 12/31/2018 | | D | 12,710 D | \$ 6.49 | D | |
| Common Stock | 12/31/2018 | | M | 12,710 A | \$ 0 | D | |
| Common Stock | 12/31/2018 | | F | 4,404 (2) | \$ 6.49 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 2016 Performance Units - 50% Cash ⁽³⁾ ⁽⁴⁾ | <u>(1)</u> | 12/31/2018 | | M | 8,951 | 12/31/2018 12/31/2018 | Common Stock | 8,951 |
| 2016 Performance Units - 50% Stock ⁽³⁾ ⁽⁵⁾ | <u>(6)</u> | 12/31/2018 | | M | 8,951 | 12/31/2018 12/31/2018 | Common Stock | 8,951 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Conn Mitzi P 1401 ENCLAVE PARKWAY SUITE 600 HOUSTON, TX 77077 | | | Vice President and CAO | |

Signatures

Mitzi P. Conn, by Stacy E. Skelton,
Attorney-in-Fact

01/03/2019

 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) Each Performance Unit paid in cash is the economic equivalent of the vesting date closing price of one share of Callon Petroleum Company's common stock.

(2) Payment of tax liability by withholding Common Stock incident to vesting of Performance Unit award issued in accordance with Rule 16b-3.

(3) This Performance Unit award was subject to a variable number of units vesting based on a performance criteria related to the total shareholder return of the Company compared to a group of peer companies over a 31-month period. The number of units subject to vest under this award ranged from 0% to 200%. On the vesting date, this Performance Unit award vested at the 142% level.

(4) The terms of this Performance Unit award specify payment in cash.

(5) The terms of this Performance Based Unit award specify payment in stock.

(6) Each Performance Unit is the economic equivalent of one share of Callon Petroleum Company's common stock.

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.