

Midstates Petroleum Company, Inc.

Form 4

October 25, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAIGHT NELSON M

2. Issuer Name **and** Ticker or Trading
Symbol
Midstates Petroleum Company, Inc.
[MPO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
321 SOUTH BOSTON, SUITE 1000
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2016

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP and CFO

TULSA, OK 74103

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/21/2016		J ⁽¹⁾	V Amount (A) or (D) Price 56,619 D \$ 0 (1) (1)	0	D	
Common Stock	10/21/2016		A ⁽²⁾	95,228 A \$ 0 (2) (2)	95,228	D	

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

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Employee Right to Buy)	\$ 19.66	10/21/2016		A	95,228	(3) 10/21/2026	Common Stock 95,228

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAIGHT NELSON M 321 SOUTH BOSTON, SUITE 1000 TULSA, OK 74103	EVP and CFO

Signatures

/s/ Nelson
Haight
10/25/2016
Date
Signature of Reporting Person

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).
- Pursuant to the Issuer's First Amended Joint Chapter 11 Plan of Reorganization (the "Plan"), which was confirmed by the United States Bankruptcy Court for the Southern District of Texas and became effective on October 21, 2016 (the "Effective Date"), the Issuer's common stock (MPOY) was cancelled on the Effective Date.
- (1) In accordance with the Plan, the Reporting Person received an award of restricted stock, 1/6 of which will vest on the six-month anniversary of the Effective Date, an additional 1/6 of which will vest on the twelve-month anniversary of the Effective Date, an additional 1/3 of which will vest on the twenty four-month anniversary of the Effective Date and the final 1/3 of which will vest on the thirty six-month anniversary of the Effective Date.
- (2) In accordance with the Plan, the Reporting Person received an award of stock options ("Options") granted on the Effective Date, 1/6 of which will vest on the six-month anniversary of the Effective Date, an additional 1/6 of which will vest on the twelve-month anniversary of the Effective Date, an additional 1/3 of which will vest on the twenty four-month anniversary of the Effective Date and the final 1/3 of which will vest on the thirty six-month anniversary of the Effective Date. The exercise price per share of the Options is equal to the per share value based on an Issuer equity value of \$600.0 million.
- (3)

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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