

Diamondback Energy, Inc.

Form 4

October 21, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stice Travis D.

(Last) (First) (Middle)

500 WEST TEXAS, SUITE 1200

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Diamondback Energy, Inc. [FANG]

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2015

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)

Chief Executive Officer

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)
Common Stock	10/19/2015		M ⁽¹⁾	9,401	A \$ 17.5	105,178	D
Common Stock	10/19/2015		S ⁽¹⁾	8,401	D \$ 75.3319	96,777	D
Common Stock	10/19/2015		S ⁽¹⁾	1,000	D \$ 76.214	95,777	D
Common Stock	10/20/2015		M ⁽¹⁾	599	A \$ 17.5	96,376	D
Common Stock	10/20/2015		S ⁽¹⁾	599	D \$ 75	95,777	D

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 17.5	10/19/2015		M ⁽¹⁾	9,401 <u>(4)</u>	<u>(4)</u>	04/18/2016	Common Stock	9,401 <u>(4)</u>	
Stock Option (right to buy)	\$ 17.5	10/20/2015		M ⁽¹⁾	599 <u>(6)</u>	<u>(6)</u>	04/18/2016	Common Stock	599 <u>(6)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stice Travis D. 500 WEST TEXAS, SUITE 1200 MIDLAND, TX 79701	X Chief Executive Officer

Signatures

/s/ Randall J. Holder, as attorney-in-fact for Travis D. Stice 10/21/2015

__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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.00 to \$75.90, inclusive. The reporting person undertakes to provide to Diamondback Energy, Inc., any security holder of Diamondback Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.12 to \$76.43, inclusive.
- (3) All of these options to purchase 9,401 shares of common stock of the issuer were vested at the time of exercise.
- (4) The remaining options to purchase 10,599 shares of common stock vested on April 18, 2015.
- (5) All of these options to purchase 599 shares of common stock of the issuer were vested at the time of exercise.
- (6) The remaining options to purchase 10,000 shares of common stock vested on April 18, 2015.

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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