HARGETT WILLIAM G

Form 4

November 30, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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if no longer

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may continue. See Instruction

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

1(b).

(Print or Type Responses)

HARGETT WILLIAM G Syn			Name and			ıg	5. Relationship of Reporting Person(s) to Issuer			
	ENERG	ENERGEN CORP [EGN]				(Check all applicable)				
(Last)	(First) (M	(iddle) 3. Date of	3. Date of Earliest Transaction				X Director			
COS DICITAL	`	(Month/Day/Year)						6 Owner er (specify		
605 RICHAL BLVD. NOF	N JR. 11/29/20	11/29/2018					below)	er (speerry		
	ndment, Date Original				6. Individual or Joint/Group Filing(Check					
BIRMINGH	(AM, AL 35203-2	nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities				5. Amount of	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if TransactionAcquired (A) or				Securities	Indirect			
(Instr. 3)		any (Month/Day/Year)	Code Disposed of (D) Year) (Instr. 8) (Instr. 3, 4 and 5)			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(1101111, 2 u), 1 ui)	(1115111 0)	(Instr. 3, 1 and 3)			Following	(Instr. 4)	(Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	11/29/2018		D	7,800	D	<u>(1)</u> <u>(2)</u>	0	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date		or Number		
				Code V	(A) (D)						
				Code V	(A) (D)				of Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address

 $\begin{array}{ccc} \text{Director} & 10\% & \text{Officer} & \text{Other} \\ & \text{Owner} & \end{array}$

HARGETT WILLIAM G 605 RICHARD ARRINGTON JR. BLVD. NORTH X BIRMINGHAM, AL 35203-2707

Signatures

John K. Molen, Attorney in Fact

11/30/2018

**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).
- On November 29, 2018, pursuant to the Agreement and Plan of Merger dated as of August 14, 2018 (the "Merger Agreement"), by and among Diamondback Energy, Inc. ("Diamondback"), Sidewinder Merger Sub Inc., a wholly owned subsidiary of Diamondback ("Merger Sub"), and Energen Corporation ("Energen"), Merger Sub merged with and into Energen (the "Merger") with Energen surviving the Merger as a wholly-owned subsidiary of Diamondback.
- Pursuant to the Merger Agreement, each share of Energen common stock issued and outstanding prior to the effective time of the Merger (2) (the "Effective Time") was converted into the right to receive 0.6442 of a share of Diamondback common stock (the "Exchange Ratio"). On November 28, 2018 (the day prior to the Merger), the closing price of one share of Diamondback common stock was \$109.80.

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.

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