

McCullough Richard Wayne
 Form 3
 November 15, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â McCullough Richard Wayne</p> <p>(Last) (First) (Middle)</p> <p>MIDSTATES PETROLEUM COMPANY, INC.,Â 321 SOUTH BOSTON AVENUE, SUITE 1000</p> <p>(Street)</p> <p>TULSA,Â OKÂ 74103</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/07/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Midstates Petroleum Company, Inc. [MPO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP and CAO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 25,208 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

Edgar Filing: McCullough Richard Wayne - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|---------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|
| Option (Employee Rights to Buy) | 10/21/2026 | 10/21/2026 | Common Stock | 28,103 | \$ 19.66 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCullough Richard Wayne MIDSTATES PETROLEUM COMPANY, INC. 321 SOUTH BOSTON AVENUE, SUITE 1000 TULSA, OK 74103 | | | VP and CAO | |

Signatures

/s/ Richard W. McCullough, by Scott C. Weatherholt, as Attorney-in-Fact 11/15/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Includes 18,736 restricted stock units ("RSUs"). 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 Reporting Person received an award of 28,103 RSUs, 1/3 of which have vested. An additional 1/3 will vest on the twenty four-month anniversary of the Effective Date and the final 1/3 will vest on the thirty six-month anniversary of the Effective Date.
- In accordance with the Plan, the Reporting Person received an award of stock options ("Options") granted on the Effective Date, 1/3 of which have vested. An additional 1/3 will vest on the twenty four-month anniversary of the Effective Date and the final 1/3 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.

Remarks:
 Exhibit List: Exhibit 24 - Power of Attorney

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.