

HENDERSON FREDERICK A  
 Form 4  
 July 26, 2011

**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 \*  
**HENDERSON FREDERICK A**

(Last) (First) (Middle)  
 1011 WARRENVILLE ROAD, SUITE 600  
 (Street)

LISLE, IL 60532

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SunCoke Energy, Inc. [SXC]**

3. Date of Earliest Transaction (Month/Day/Year)  
 07/26/2011

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)  
 Chairman and Chief Executive O

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	07/26/2011		P <sup>(1)</sup>	15,000 A \$ 16	15,000	D	

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

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SEC 1474 (9-02)

**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 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 Number Shares
Common Stock Unit <sup>(2)</sup>	<u>(3)</u>	07/26/2011		A	112,941	<u>(4)</u>	<u>(4)</u>	Common Stock	112,941
Stock Options (Right to Buy) <sup>(5)</sup>	\$ 17.39	07/26/2011		A	646,465	07/23/2012	07/23/2021	Common Stock	646,465

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

HENDERSON FREDERICK A  
1011 WARRENVILLE ROAD  
SUITE 600  
LISLE, IL 60532

Chairman and Chief Executive Officer

## Signatures

/s/ John J. DiRocco, Jr.,  
attorney-in-fact

07/26/2011

         \*\*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) Purchase of common stock in directed share program contingent upon the closing of the initial public offering of SunCoke Energy, Inc.

Grant of restricted common stock units contingent upon the closing of the registrant's initial public offering. These units were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. These restricted share units will vest subject to continued employment, in equal one-third installments on the third, fourth, and fifth anniversaries of the reporting person's effective date of hire.

(3) Conversion rate is 1 for 1.

(4) Not applicable.

Grant of stock options (right to buy SunCoke Energy, Inc. common stock), contingent upon the closing of the registrant's initial public offering. These options were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction

(5) exempt under Rule 16b-3, and are exercisable, subject to continued employment, as follows: (1) five sevenths of such options will vest in equal one-third installments on the first, second, and third anniversaries of the initial public offering; (2) the remaining two sevenths will vest in equal one-third installments on the third, fourth, and fifth anniversaries of the reporting person's effective date of hire.

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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