

HENDERSON FREDERICK A

Form 4

February 16, 2012

**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 \*  
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)  
02/15/2012

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 \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
Chairman & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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				(A) or (D)	28,000	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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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 Units <u>(1)</u>	<u>(2)</u>	02/15/2012		A		67,227		<u>(3)</u>	<u>(3)</u>	Common Stock	67,227
Stock Options (Right to Buy) <u>(4)</u>	\$ 14.28	02/15/2012		A		393,386		02/15/2013	02/15/2022	Common Stock	393,386

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HENDERSON FREDERICK A 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532	Chairman & CEO

## Signatures

/s/ Jaime M. Lamana,  
attorney-in-fact

02/16/2012

\_\_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).

Grant of restricted common stock units pursuant to the Employment Letter Agreement, dated as of September 2, 2010 and amended as of May 25, 2011 (the "Letter Agreement"), made by Sunoco, Inc. and accepted by Frederick A. Henderson, and awarded under the SunCoke

(1) Energy, Inc. Long-Term Performance Enhancement Plan (the "LTPEP"), in a transaction exempt under Rule 16b-3. These restricted share units will vest subject to continued employment, in equal one-fourth installments on the first, second, third and fourth anniversaries of the date of grant.

(2) Conversion rate is 1 for 1.

(3) Not applicable.

Grant of stock options (right to buy SunCoke Energy, Inc. common stock) pursuant to the Letter Agreement and awarded under the

(4) LTPEP, in a transaction exempt under Rule 16b-3. These stock options are exercisable in one-third installments on the anniversary of the date of grant.

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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