SunCoke Energy, Inc. Form 4 February 28, 2014

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

> 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).

(Last)

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obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* Henderson Frederick A.

> (First) (Middle)

1011 WARRENVILLE ROAD, SUITE 600

LISLE, IL 60532

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

SunCoke Energy, Inc. [SXC]

3. Date of Earliest Transaction

(Month/Day/Year) 02/26/2014

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify 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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Ownership (Instr. 8) Owned (T) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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| (Instr. 3)                             | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquired (A Disposed of (Instr. 3, 4, 5) | f (D) |                     |                    |                 |                           |
|--|------------------------------------|------------|------------------|---------|----|--|-------|---------------------|--------------------|-----------------|---------------------------|
|  |                                    |            |                  | Code    | V  | (A)                                      | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amoun<br>Number<br>Shares |
| RSU's<br>(February<br>2014)            | \$ 0 (1)                           | 02/26/2014 |                  | A       |    | 40,989<br>(2)                            |       | 02/26/2015          | 02/26/2017         | Common<br>Stock | 40,98                     |
| Stock<br>Options<br>(February<br>2014) | \$ 22.3                            | 02/26/2014 |                  | A       |    | 201,724<br>(3)                           |       | 02/26/2015          | 02/26/2024         | Common<br>Stock | 201,7                     |

### **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                |       |  |  |  |
|---|---------------|-----------|----------------|-------|--|--|--|
|   | Director      | 10% Owner | Officer        | Other |  |  |  |
| Henderson Frederick A.<br>1011 WARRENVILLE ROAD<br>SUITE 600<br>LISLE, IL 60532 | X             |           | Chairman & CEO |       |  |  |  |

## **Signatures**

/s/ Rita M. Slager, attorney-in-fact 02/28/2014

\*\*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) Conversion rate is 1 for 1.
- (2) Grant of restricted share units awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3. The restricted share units vest in three equal annual installments commencing on February 26, 2015.
- (3) Grant of non-qualified common stock options awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan in a transaction exempt under Rule 16b-3. These options vest in three equal installments commencing on February 26, 2015.

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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