SunCoke Energy, Inc. Form 4 July 22, 2014

## 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person **  Cade Denise R  (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol SunCoke Energy, Inc. [SXC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			3. Date of Earliest Transaction	(Cheek all applicable)			
1011 WARRI ROAD, SUIT			(Month/Day/Year) 07/21/2014	Director 10% Owner X Officer (give title Other (specify below) below)  SVP and General Counsel			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LISLE, IL 60532				Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative	Securi	ities Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
		(A) or			Transaction(s)				
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	07/21/2014		M	1,754	A	\$ 0 (1)	5,525	D	
Common Stock (2)	07/21/2014		F	568	D	\$ 21.9	4,957	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)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof 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)		8. Price Derive Securi (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Units (3)	<u>(4)</u>	07/21/2014	M	1,754	<u>(5)</u>	<u>(5)</u>	Common Stock	1,754	\$

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cade Denise R 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532

SVP and General Counsel

## **Signatures**

/s/ Rita M. Slager, attorney-in-fact 07/22/2014

\*\*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).
  - The shares of common stock were acquired pursuant to a grant of restricted common stock units under the SunCoke Energy, Inc.
- (1) Long-Term Performance Enhancement Plan. This transaction represents the settlement of vested restricted common stock units in shares of common stock.
- (2) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted common stock units.
  - Grant of restricted common stock units awarded in July 2011. These units were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. Half of these units vest ratably in increments of
- (3) one-third at the end of each of three annual vesting cycles. The remaining half vests on the fourth anniversary of the date of grant.

  Incremental settlement is contingent only upon the continued employment of reporting person with SunCoke Energy, Inc. through the end of each vesting cycle.
- (4) Conversion rate is 1 for 1.
- (5) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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