

Meister Keith A.  
Form 5  
February 14, 2018

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Corvex Management LP

2. Issuer Name and Ticker or Trading Symbol  
ENERGEN CORP [EGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2017

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

667 MADISON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10065

\_\_\_ Form Filed by One Reporting Person  
\_X\_ 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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			

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

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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Security	(Instr. 3, 4, and 5)				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount/Number/Shares
Call Options (obligation to sell)	\$ 60	10/20/2017	À	E <sup>(1)</sup>	À	415,200	À <sup>(2)</sup>	10/20/2017	Common Stock	415

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Corvex Management LP 667 MADISON AVENUE NEW YORK, NY 10065	À	À X	À	À
Meister Keith A. 667 MADISON AVENUE NEW YORK, NY 10065	À X	À	À	À

## Signatures

/s/ Keith A. Meister, Managing Partner	02/14/2018
**Signature of Reporting Person	Date
/s/ Keith A. Meister	02/14/2018
**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) The securities of Energen Corporation (the "Issuer") reported herein were sold on behalf of certain private investment funds for which Corvex Management LP ("Corvex") acts as investment adviser, including Corvex Master Fund LP and Corvex Select Equity Master Fund LP (collectively, the "Corvex Funds"). The general partner of Corvex is controlled by Keith Meister. The American-style call options the expiration of which is reported herein were sold by Corvex on behalf of the Corvex Funds prior to the Reporting Persons becoming subject to Section 16, therefore the expiration of such American-style call options is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
  - (2) These options were exercisable immediately upon issuance.
  - (3) For purposes of Section 16 of the Exchange Act, each of Corvex and Mr. Meister disclaims beneficial ownership of any securities of the Issuer held directly by the Corvex Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Corvex or Mr. Meister are or were the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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### Remarks:

As of December 31, 2017, the Reporting Persons were no longer subject to Section 16.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.