

WOODRUFF J DAVID JR  
Form 4  
October 20, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
WOODRUFF J DAVID JR

(Last) (First) (Middle)  
605 RICHARD ARRINGTON JR.  
BLVD. NORTH  
(Street)

BIRMINGHAM, AL 35203-2707

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/20/2010

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)  
General Counsel and Secretary

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (ESP)					26,879	I	ESP <sup>(1)</sup>
Common Stock (Deferred)					231 <sup>(2)</sup>	D	
Common Stock (IRA)					1,500	D	
Common Stock	10/20/2010		M	4,500 A	\$ 71,803 13.72	D	

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

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(9-02)

**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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. Amount or Number of Shares
Stock Option (Right to Buy) (ISO)	\$ 13.7188	10/20/2010		M	4,500	(3) 10/24/2010	Common Stock	4,500
Stock Option (Right to Buy) (ISO)	\$ 11.315					10/24/2004 10/23/2011	Common Stock	3,600
Stock Option (Right to Buy) (ISO)	\$ 14.855					01/29/2006 01/28/2013	Common Stock	6,730
Stock Option (Right to Buy) (NQ)	\$ 14.855					01/29/2006 01/28/2013	Common Stock	4,810
Stock Option (Right to Buy) (ISO)	\$ 21.375					01/28/2007 01/27/2014	Common Stock	4,678
Stock Option (Right to Buy)	\$ 21.375					01/28/2007 01/27/2014	Common Stock	882

Buy) (NQ)					
Stock Option (Right to Buy) (NQ)	\$ 46.45	(4)	01/23/2017	Common Stock	13,855
Stock Option (Right to Buy) (NQ)	\$ 60.56	(5)	01/22/2018	Common Stock	12,100
Stock Option (Right to Buy) (NQ)	\$ 29.79	(6)	01/27/2019	Common Stock	31,921
Stock Option (Right to Buy) (NQ)	\$ 46.69	(7)	01/26/2020	Common Stock	15,468

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODRUFF J DAVID JR 605 RICHARD ARRINGTON JR. BLVD. NORTH BIRMINGHAM, AL 35203-2707			General Counsel and Secretary	

## Signatures

J. D. Woodruff                      10/20/2010

\*\*Signature of                      Date  
Reporting Person

## 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) Energen Corporation Employee Savings Plan, number of shares and securities are estimates based on trustee's unit accounting.
- (2) Energen Corporation Deferred Compensation Plan, number of securities is estimated based on recordkeepers' unit accounting.
- (3) The option became exercisable in three equal annual installments on October 25, 2001, 2002 and 2003.
- (4) The option became exercisable in three annual installments of 4,618, 4,618 and 4,619 on January 24, 2008, 2009 and 2010, respectively.
- (5) The option becomes exercisable in three annual installments of 4,033, 4,033 and 4,034 on January 23, 2009, 2010 and 2011, respectively.
- (6)

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The option becomes exercisable in three annual installments of 10,640, 10,640 and 10,641 on January 28, 2010, 2011 and 2012, respectively.

(7) The option becomes exercisable in three equal installments of 5,156 each on January 27, 2011, 2012 and 2013.

(8) Exercise or conversion of a derivative security; no sales price.

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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