GRAN TIERRA ENERGY INC.

Form 4 March 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or

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).

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person *

Nightingale Duncan

2. Issuer Name and Ticker or Trading

Symbol

GRAN TIERRA ENERGY INC.

[GTE]

5. Relationship of Reporting Person(s) to Issuer

Director 10% Owner

(Check all applicable)

Interim CEO

X_ Officer (give title below)

Other (specify

C/O GRAN TIERRA ENERGY INC., 200, 150 13TH AVENUE SW

(State)

03/01/2015

(First)

(Street)

(Middle)

(Zip)

4. If Amendment, Date Original

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

03/01/2015

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CALGARY, A0 T2R 0V2

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired 5. Amount of 3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4) Price (D)

Code V Amount

80,000 A (1)

\$0 A 132,501

D

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed			Date Exercisable and		7. Title and Amount	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if			Expiration Date		Underlying Securitie	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Numb Shares
Stock Option (Rt to	\$ 2.75	03/04/2015		A	295,000	03/01/2016(2)	03/04/2020	Common Stock	295,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Nightingale Duncan C/O GRAN TIERRA ENERGY INC. 200, 150 13TH AVENUE SW CALGARY, A0 T2R 0V2

Interim CEO

Signatures

Buy)

/s/ Sonya Messner, Attorney-In-Fact 03/04/2015

**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).
- Reflects the receipt of a restricted stock unit. Each restricted stock unit represents a contingent right to receive one (1) share of Gran

 (1) Tierra Energy Inc. common stock. The restricted stock units shall vest in three equal consecutive annual installments on March 1, 2016, March 1, 2017 and March 1, 2018, until fully vested.
- (2) 1/3rd of the option shares shall vest on March 1, 2016, an additional 1/3rd of the option shares shall vest on March 1, 2017 and the balance of the option shares shall vest on March 1, 2018.

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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