

Porter J Russell  
Form 4  
February 01, 2018

# FORM 4

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

## 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

### OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Porter J Russell

(Last) (First) (Middle)

1331 LAMAR, SUITE 650

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Gastar Exploration Inc. [GST]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2018

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)

Chief Executive Officer & Pres

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/30/2018                              |                                                             | F                                    | Amount<br>(1)<br>142,207                                            | (A)<br>or<br>(D)<br>D<br>\$<br>1.12                                                                                | 4,707,391 (2)                                                        | D                                                                 |
| Common<br>Stock                       | 01/30/2018                              |                                                             | A                                    | 386,719<br>(3)                                                      | A<br>\$ 0                                                                                                          | 5,094,110 (2)                                                        | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 150,000                                                                                                            | I                                                                    | Trust (4)                                                         |

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

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SEC 1474  
(9-02)

number.

**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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                             |
| 2015 Performance Based Units               | \$ 0                                                   | 01/30/2018                           |                                                    | J                              | 286,458<br>(5)                                                                          | (6) 01/30/2018                                           | Common Stock                                      |
| 2016 Performance Based Units               | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | (6) 01/30/2019                                           | Common Stock                                      |
| 2017 Performance Based Units               | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | (6) 01/30/2020                                           | Common Stock                                      |
| 2018 Performance Based Units               | \$ 0                                                   | 01/30/2018                           |                                                    | A                              | 386,719                                                                                 | (7) 01/30/2021                                           | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                |       |
|----------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                        | Other |
| Porter J Russell<br>1331 LAMAR, SUITE 650<br>HOUSTON, TX 77010 | X             |           | Chief Executive Officer & Pres |       |

## Signatures

/s/ J. Russell Porter, by Michael A. Gerlich as Attorney in Fact

02/01/2018

\_\_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) Shares forfeited to meet tax obligation of restricted share vesting.

(2) Includes 2,583,300 shares acquired on various dates pursuant to previously reported restricted share grants that will vest subject to previously disclosed vesting schedules.

(3) The reported shares were acquired pursuant to a restricted share grant and will vest in three equal annual installments beginning on January 30, 2019.

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- On July 10, 2014, the reporting person gifted 150,000 shares to his children in trusts for which the reporting person acts as the trustee as follows: The James Breckenridge Porter Trust of 2014 - 37,500 shares, The Grant Anderson Porter Trust of 2014 - 37,500 shares, The Addison Ann Porter Trust of 2014 - 37,500 shares and The Lily Madeline Porter Trust of 2014 - 37,500 shares. The reporting person
- (4) disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for the purposes of Section 16 or for any other purpose.
- (5) These PBUs vested and forfeited as a result of the 2015 PBU award settling at 0% of the target award based on Gastar's share price depreciation over the performance period.
- (6) These PBUs vest in their entirety at the end of a three-year performance period as previously reported.
- These PBUs vest in their entirety at the end of the three-year performance period with settlement in common stock between 0% and 200% (\*\*subject to limitations discussed in Footnote 8 below) of the target award based on Gastar's share price appreciation over a three-year
- (7) performance period relative to a peer index. Share price appreciation is measured generally as the change in market value of common stock during the performance period. The PBUs have no voting rights but provide for dividend equivalents to be paid upon vesting.
- The number of PBUs reported (386,719) represents the target award. As such, the number of shares that may be issued upon vesting
- (8) ranges from 0 shares to 773,438 shares. \*\*As discussed in Footnote 7 above, at the end of the performance period, the participant may earn up to 200% of the target award, subject to a maximum award limitation of one million (1,000,000) shares that may be issued to any individual in a calendar year under the Gastar Exploration Inc. Long-Term Incentive Plan.

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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