

FLURY L RICHARD

Form 4

May 14, 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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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FLURY L RICHARD

(Last) (First) (Middle)

1401 ENCLAVE  
PARKWAY, SUITE 600

(Street)

HOUSTON, TX 77077

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

CALLON PETROLEUM CO [CPE]

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

05/10/2018

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)

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				(A) or (D)	132,999	D	
Common Stock				(A) or (D)	30,000	I	Joint Tenant with Spouse

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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)	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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2018 RSU - Stock <u>(1)</u>	<u>(2)</u>	05/10/2018		A		11,652		05/10/2019	05/10/2019	Phantom Stock Units Payable in Cash	11,652
2017 RSU - Stock <u>(3)</u>	<u>(2)</u>	05/10/2018		M		3,707		<u>(4)</u>	<u>(4)</u>	Phantom Stock Units Payable in Cash	3,707
Phantom Stock Units Payable in Cash <u>(5)</u>	\$ 0	05/10/2018		M		3,707		<u>(5)</u>	<u>(5)</u>	Deferred Stock Units Payable in Cash	3,707
2016 RSU - Stock <u>(3)</u>	<u>(2)</u>	05/12/2018		M		4,110		<u>(6)</u>	<u>(6)</u>	Phantom Stock Units Payable in Cash	4,110
Phantom Stock Units Payable in Cash <u>(5)</u>	\$ 0	05/12/2018		M		4,110		<u>(5)</u>	<u>(5)</u>	Deferred Stock Units Payable in Cash	4,110

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLURY L RICHARD 1401 ENCLAVE PARKWAY SUITE 600	X			

HOUSTON, TX 77077

## Signatures

L. Richard Flury, by Stacy E. Skelton, as  
Attorney-in-Fact

05/14/2018

\_\_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).

These units/shares are subject to one-year cliff vesting with all units/shares vesting on the first anniversary date following the award date.

(1) The reporting person elected that upon vesting these Restricted Stock Units convert into Phantom Stock Units Payable in Cash at retirement pursuant to Callon Petroleum Company's deferred compensation plan for outside directors.

(2) Restricted stock units convert into the equivalent of one share of Callon Petroleum Company's common stock on a one-for-one basis.

These units/shares are subject to three-year ratable vesting with one-third vesting on each anniversary date following the grant date. The

(3) reporting person elected that upon vesting these Restricted Stock Units convert into Phantom Stock Units Payable in Cash at retirement pursuant to Callon Petroleum Company's deferred compensation plan for outside directors.

(4) On May 10, 2017, the reporting person was granted 11,120 restricted stock units with one-third vesting on each anniversary date subsequent to the award date.

(5) Phantom Stock Units Payable in Cash will be paid upon the Director's retirement from Callon Petroleum Company's Board of Directors pursuant to the Company's deferred compensation plan for outside directors.

(6) On May 12, 2016, the reporting person was granted 12,329 restricted stock units with one-third vesting on each anniversary date following the grant date.

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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