

Ward Tom L.
Form SC 13D/A
May 07, 2009

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)**

SandRidge Energy, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

80007P 307

(CUSIP Number)

James H. Holloman, Jr., Esq.

20 North Broadway, Suite 1800

Oklahoma City, Oklahoma 73102

(405) 235-7700

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

April 23, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

CUSIP No. 80007P 307

NAMES OF REPORTING PERSONS

1 Tom L. Ward

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

SOLE VOTING POWER

7

NUMBER OF 25,980,757

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY

31,200

SOLE DISPOSITIVE POWER

9 EACH REPORTING

PERSON 19,308,159

WITH SHARED DISPOSITIVE POWER

10

6,703,798

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

26,011,957

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

15.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

This Amendment No. 5 (this Fifth Amendment) to Schedule 13D is filed by Tom L. Ward (the Reporting Person) with respect to the Reporting Person s beneficial ownership of shares of common stock, par value \$0.001 per share (the Common Stock), of SandRidge Energy, Inc., a Delaware corporation (the Issuer). This Fifth Amendment amends the initial statement on Schedule 13D filed by the Reporting Person on November 19, 2007, as amended by Amendment No. 1 to Schedule 13D filed by the Reporting Person on March 14, 2008, Amendment No. 2 to Schedule 13D filed by the Reporting Person on June 17, 2008, Amendment No. 3 to Schedule 13D filed by the Reporting Person on August 7, 2008, and Amendment No. 4 to Schedule 13D filed by the Reporting Person on January 7, 2009 (collectively, the Prior 13D). Unless otherwise indicated, all capitalized terms used but not defined herein shall have the same meaning ascribed to them in the Prior 13D. Except as indicated herein, the information set forth in the Prior 13D remains unchanged.

Item 1. Security and Issuer

The information set forth in the Prior 13D with respect to this Item has not changed as of the date of this Fifth Amendment.

Item 2. Identity and Background

The information set forth in the Prior 13D with respect to this Item has not changed as of the date of this Fifth Amendment.

Item 3. Source and Amount of Funds or Other Consideration

The information set forth in the Prior 13D with respect to this Item has not changed as of the date of this Fifth Amendment.

Item 4. Purpose of Transaction

The information set forth in the Prior 13D with respect to this Item has not changed as of the date of this Fifth Amendment.

Item 5. Interest in Securities of the Issuer

The information contained in paragraphs (a) and (b) of Item 5 is hereby amended and restated as follows:

(a) As of the date of this Fifth Amendment, the Reporting Person is the beneficial owner of 26,011,957 shares of Common Stock, which consists of: (i) 23,242,000 shares of Common Stock owned directly by the Reporting Person in brokerage and security accounts; (ii) 79,000 shares of Common Stock held in an IRA for the benefit of the Reporting Person; (iii) 2,636,754 shares of Common Stock held through TLW Properties, for which the Reporting Person exercises sole voting and dispositive power; (iv) 20,000 shares of Common Stock held by a minor child of the Reporting Person; (v) 3,003 shares of Common Stock held in a 401(k) plan account for the benefit of the Reporting Person; and (vi) 31,200 shares of Common Stock through Solon L. Bloomer Family Partners Limited Partnership II (Bloomer Family Partners), for which the Reporting Person exercises shared voting and dispositive power, which together

constitute 15.5% of the outstanding shares of Common Stock. The beneficial ownership percentage of the Reporting Person is calculated based on 167,625,519 shares of Common Stock outstanding as of February 20, 2009, based on information included in the Issuer's amended Annual Report of Form 10-K/A filed on April 23, 2009.

In addition to the shares of Common Stock beneficially owned by the Reporting Person described above, the Reporting Person (i) is a beneficiary of an Executive Nonqualified Excess Plan maintained by the Issuer with a current balance of 39,620 shares of Common Stock, for which the Reporting Person has no voting power and no dispositive power exercisable within 60 days of the date of this Fifth Amendment, and (ii) owns 1,205,895 shares of unvested restricted Common Stock that will not vest within 60 days from the date of this Fifth Amendment. The restricted Common Stock owned by the Reporting Person vests in equal 25% increments annually on the anniversary date of each grant date pursuant to the following vesting schedule:

| Restricted Common Stock Grant Date | Shares of Restricted Common Stock Granted | Shares Vested and Previously Delivered to Reporting Person | Shares Vesting and to be Delivered to Reporting Person Within 60 Days | Remaining Unvested Shares |
|---|--|---|--|--|
| 01/10/2007 | 300,000 | 150,000 | 0 | 150,000 |
| 07/11/2007 | 325,000 | 81,250 | 0 | 243,750 |
| 01/11/2008 | 234,375 | 58,594 | 0 | 175,781 |
| 07/11/2008 | 136,364 | 0 | 0 | 136,364 |
| 01/09/2009 | 500,000 | 0 | 0 | 500,000 |
| Total | 1,495,739 | 289,844 | 0 | 1,205,895 |

It is anticipated that the Reporting Person will receive additional contributions to his Executive Nonqualified Excess Plan account, grants of restricted stock and/or other equity grants in the future so long as he remains employed by the Issuer.

(b) The Reporting Person has (i) sole voting power with respect to 25,980,757 shares of Common Stock, consisting of all shares of Common Stock beneficially owned by the Reporting Person excluding 31,200 shares of Common Stock held by Bloomer Family Partners, for which the Reporting Person shares voting power with Ronnie D. Ward, the Reporting Person's brother (Co-General Partner), as a co-general partner, and (ii) sole dispositive power with respect to 19,308,159 shares of Common Stock, consisting of all shares of Common Stock beneficially owned by the Reporting Person excluding (A) 31,200 shares of Common Stock held by Bloomer Family Partners, for which the Reporting Person shares dispositive power with the Co-General Partner, and (B) 6,672,598 shares of Common Stock that may be acquired by the Kaiser-Francis Charitable Income Trust-C (CIT) upon the exercise of a warrant granted to CIT by the Reporting Person, as more fully described below in paragraph (c) and under Item 6. Information relevant to each of the Co-General Partner and CIT is set forth below.

Co-General Partner

Ronnie D. Ward's business address is Chesapeake Energy Corporation, 6100 North Western Avenue, Oklahoma City, Oklahoma 73118. He is the Vice-President Land, Northern Division of Chesapeake Energy Corporation. Mr. Ward has not been convicted in a criminal proceeding during the last five years (excluding traffic violations or similar misdemeanors), nor has he been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction during the last five years. He is a citizen of the United States of America.

CIT

Kaiser-Francis Charitable Income Trust-C is a charitable income trust established by George B. Kaiser under Oklahoma law. The principal beneficiaries of CIT are The Tulsa Community Foundation and The George Kaiser Family Foundation. Its principal office and place of business is located at 124 E. 4th Street, Tulsa, Oklahoma 74103. CIT has not been convicted in a criminal proceeding during the last five years (excluding traffic violations or similar misdemeanors), nor has it been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction during the last five years.

(c) On April 23, 2009, the Reporting Person entered into an Underwriting Agreement with Morgan Stanley & Co. Incorporated, as representative of the underwriters named therein, and the Issuer pursuant to which the Reporting Person caused TLW Properties to sell and deliver 3,000,000 shares of Common Stock to such underwriters at a price of \$7.46 per share in an offering registered under the Securities Act. This transaction closed, and these shares of Common Stock were delivered to the underwriters, on April 29, 2009.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information set forth in the Prior 13D with respect to this Item has not changed as of the date of this Fifth Amendment.

Item 7. Material to Be Filed as Exhibits

The following additional exhibits are filed with this Fifth Amendment and supplement the exhibits already filed as part of the Prior 13D:

- 99.1 Underwriting Agreement dated April 23, 2009, by and among SandRidge Energy, Inc., Tom L. Ward and Morgan Stanley & Co. Incorporated (incorporated by reference to Exhibit 1.1 to the Form 8-K filed by SandRidge Energy, Inc. on April 28, 2009)

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: May 7, 2009

/s/ Tom L. Ward
Tom L. Ward