

Johnson C Bradley  
Form 4  
March 12, 2019

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Johnson C Bradley

2. Issuer Name **and** Ticker or Trading  
Symbol  
ULTRA PETROLEUM CORP  
[UPL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
116 INVERNESS DRIVE EAST  
#400

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/11/2019

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President, CEO and Director

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

ENGLEWOOD, CO 80112

(City) (State) (Zip)

**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. 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)	135,340	D	

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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number.**

SEC 1474  
(9-02)

**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 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 of Shares
Restricted Stock Units	(1)	03/11/2019		J		418,317		(2)	(2)	Common Stock	418,317
Restricted Stock Units	(3)	03/11/2019		A		490,867		(4)	(4)	Common Stock	490,867
Restricted Stock Units	(3)	03/11/2019		A		981,734		(5)	(5)	Common Stock	981,734
Restricted Stock Units	(3)	03/11/2019		A		359,712		(6)	(6)	Common Stock	359,712
Restricted Stock Units	(3)	03/11/2019		A		719,425		(5)	(5)	Common Stock	719,425

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson C Bradley 116 INVERNESS DRIVE EAST #400 ENGLEWOOD, CO 80112	X		President, CEO and Director	

## Signatures

/s/ Rex Griffin, as Attorney in Fact for C. Bradley Johnson 03/12/2019

\_\_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) Forfeited 418,317 derivative restricted stock units, resulting in no outstanding derivative securities.

(2) Derivative restricted stock units were forfeited; therefore, shares will not vest and are expired.

(3) Each restricted stock unit represents a contingent right to receive one share of common stock of the Company.

The restricted stock units are time-based and will vest, if at all, in three equal annual installments beginning on May 25, 2019. The award will terminate and the applicable restricted stock units will not vest if the Reporting Person is not employed by the Reporting Person on the date any portion of the award is scheduled to vest.

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- The restricted stock units are subject to both performance-based and time-based vesting terms. The performance-based vesting conditions are assessed based on the volume-weighted average price of the Company's common shares as measured over 60 consecutive trading days
- (5) relative to pre-established price goals. Once a performance-based vesting condition is achieved, the restricted stock units that have become performance vested will time-vest over the two or three-year period following the date on which they became performance vested.

- The restricted stock units are time-based and will vest, if at all, in three equal annual installments beginning on March 1, 2020. The award
- (6) will terminate and the applicable restricted stock units will not vest if the Reporting Person is not employed by the Reporting Person on the date any portion of the award is scheduled to vest.

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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