

Rogers A Kent
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rogers A Kent

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)
03/12/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
V.P., Drilling & Completions

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. 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 Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					62,365	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
displays a currently valid OMB control
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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 Number of Shares
Restricted Stock Units	(1)	03/12/2019		J	163,360	(2) (2)	Common Stock 163,360
Restricted Stock Units	(3)	03/12/2019		A	163,622	(4) (4)	Common Stock 163,622
Restricted Stock Units	(3)	03/12/2019		A	327,244	(5) (5)	Common Stock 327,244
Restricted Stock Units	(3)	03/12/2019		A	89,928	(6) (6)	Common Stock 89,928
Restricted Stock Units	(3)	03/12/2019		A	179,856	(5) (5)	Common Stock 179,856

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rogers A Kent 116 INVERNESS DRIVE EAST #400 ENGLEWOOD, CO 80112	V.P., Drilling & Completions

Signatures

/s/ Rex Griffin, as Attorney in Fact for A. Kent
Rogers 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 163,360 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.
- (4) 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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