

ICAHN PARTNERS MASTER FUND LP
 Form 4
 July 30, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ICAHN CARL C

2. Issuer Name and Ticker or Trading Symbol
 ENERGEN CORP [EGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O ICAHN ASSOCIATES HOLDINGS LLC, 767 FIFTH AVE., SUITE 4700

3. Date of Earliest Transaction (Month/Day/Year)
 07/26/2018

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 POTENTIAL GROUP MEMBER

(Street)
 NEW YORK, NY 10153

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ("Shares")	07/26/2018		P	100,000 A	\$ 74.59 5,669,130	I	please see footnotes (1) (4) (5) (6) (7) (8) (9)
Shares	07/27/2018		P	29,200 A	\$ 74.09 5,698,330	I	please see footnotes (2) (4) (5) (6) (7) (8) (9)
Shares	07/30/2018		P	60,382 A	\$ 74.21 5,758,712	I	please see footnotes (3) (4) (5) (6)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ICAHN CARL C
C/O ICAHN ASSOCIATES HOLDINGS LLC
767 FIFTH AVE., SUITE 4700
NEW YORK, NY 10153

POTENTIAL GROUP MEMBER

HIGH RIVER LIMITED PARTNERSHIP
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

X

ICAHN PARTNERS LP
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

X

ICAHN PARTNERS MASTER FUND LP
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

X

Signatures

CARL C. ICAHN	07/30/2018
__Signature of Reporting Person	Date
HIGH RIVER LIMITED PARTNERSHIP	07/30/2018
__Signature of Reporting Person	Date
ICAHN PARTNERS LP	07/30/2018
__Signature of Reporting Person	Date
ICAHN PARTNERS MASTER FUND LP	07/30/2018
__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) On July 26, 2018, High River Limited Partnership ("High River") purchased 20,000 Shares, Icahn Partners LP ("Icahn Partners") purchased 47,439 Shares and Icahn Partners Master Fund LP ("Icahn Master") purchased 32,561 Shares, in each case at a price of \$74.59 per Share.
- (2) On July 27, 2018, High River purchased 5,840 Shares, Icahn Partners purchased 13,853 Shares and Icahn Master purchased 9,507 Shares, in each case at a price of \$74.09 per Share.
- (3) On July 30, 2018, High River purchased 12,076 Shares, Icahn Partners purchased 28,645 Shares and Icahn Master purchased 19,661 Shares, in each case at a price of \$74.21 per Share.
- (4) High River directly beneficially owns 1,151,743 Shares, Icahn Partners directly beneficially owns 2,731,767 Shares, and Icahn Master directly beneficially owns 1,875,202 Shares.
- Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of Icahn Master.
- (5) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners and Icahn Master. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (6) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (7) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (8) The above reporting persons controlled by Carl C. Icahn may be considered a 10% beneficial owner because they may be deemed to be members of a "group" (within the meaning of Section 13(d)(3) of the Act), with Corvex Management LP ("Corvex") and Mr. Keith Meister (together with Corvex, the "Corvex Persons"). Subject to Footnote 7 of the Form 3 filed by the Reporting Persons on June 18, 2018, none of the reporting persons has any pecuniary interest in any Shares beneficially owned by any of the Corvex Persons, and each of the reporting persons disclaims beneficial ownership of such Shares. The Corvex Persons have filed a separate Form 3 with respect to their interests.
- (9)

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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