

Gastar Exploration USA, Inc.  
 Form 4  
 February 03, 2014

# 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 \*  
 McCown Michael

2. Issuer Name and Ticker or Trading Symbol  
 Gastar Exploration USA, Inc.  
 [GSTPRAPRB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1331 LAMAR ST, SUITE 650  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/30/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior VP & COO

HOUSTON, TX 77010  
 (City) (State) (Zip)

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

**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)
			Code	V	Amount (A) or (D) Price		
Bonus Stock Award (restricted share grant)	01/30/2014		A		43,104 (1) \$ 5.8	355,843	D
Restricted Shares	01/30/2014		F(2)		29,357 \$ 5.8	326,486	D
Common Stock	01/30/2014		M		89,082 (3) \$ 5.8	415,568	D
Common Stock	01/30/2014		F(4)		30,678 \$ 5.8	384,890	D

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

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(9-02)

**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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Based Units	\$ 0	01/30/2014		M	44,541	(5) (5)	Common Stock	44,541
Performance Based Units	\$ 0	01/30/2014		A	43,103	(5) (5)	Common Stock	43,103 (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCown Michael 1331 LAMAR ST SUITE 650 HOUSTON, TX 77010			Senior VP & COO	

## Signatures

/s/ Michael A. Gerlich, as Attorney in Fact  
Date: 02/03/2014

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) The bonus stock award vests in three equal annual installments beginning on 01/30/2015.
- (2) Shares forfeited to meet tax obligation of restricted share vesting.
- (3) Common stock acquired as a result of the 2013 performance based unit award vesting and settling at 200% of the target award based on Gastar's share price appreciation over the performance period.
- (4) Shares forfeited to meet tax obligation of performance based unit vesting.
- (5) Not applicable.

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Performance Based Units ("PBUs"): Vesting is ratable over the three year performance period, with settlement in common stock between 0% and 200% (\*\*subject to limitations discussed in Footnote 7 below) of the target award based on Gastar's share price appreciation over a three year performance period relative to a peer index. Share price appreciation is measured generally as the change in market value of common stock during the performance period. The PBUs have no voting rights but provide for dividend equivalents to be paid upon vesting.

(6) The number of PBUs reported (43,103) represents the target award. As such, the number of shares that may be issued upon vesting ranges from 0 shares to 86,206 shares. \*\*As discussed in Footnote 6 above, at the end of the performance period, the participant may earn up to 200% of the target award, subject to a maximum award limitation of one million (1,000,000) shares that may be issued to any individual in a calendar year under the Gastar Exploration Inc. 2006 Long-Term Stock Incentive Plan, as Amended.

(7) Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.