

CALLON PETROLEUM CO
Form 4
May 17, 2016

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 *
CALLON FRED L

(Last) (First) (Middle)
200 N CANAL ST
(Street)

NATCHEZ, MS 39120

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CALLON PETROLEUM CO [CPE]

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman / President / CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/15/2016 | 05/15/2016 | M | 160,378 | A \$ 0 | 513,018 | D |
| Common Stock | 05/15/2016 | 05/15/2016 | F | 75,298 | D \$ 10.81 | 437,720 | D |
| Common Stock | 05/15/2016 | 05/15/2016 | M | 28,302 | A 0 | 466,022 | D |
| Common Stock | 05/15/2016 | 05/15/2016 | D | 28,302 | D \$ 10.9 | 437,720 | D |

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 Underlying (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|--|
| | | | | | V | (A) | (D) | Date Exercisable | |
| 2013 RSU - Stock <u>(2)</u> | \$ 0 | 05/15/2016 | | M | | 160,378 | 05/15/2016 | 05/15/2016 | Common Stock |
| 2013 RSU - Cash <u>(2)</u> | <u>(1)</u> | 05/15/2016 | | M | | 28,302 | 05/15/2016 | 05/15/2016 | Common Stock |
| 2016 RSU - Stock <u>(2)</u> | \$ 0 | 05/13/2016 | | A | 67,631 | | 05/13/2019 | 05/13/2019 | Common Stock |
| 2016 Phantom Units <u>(2)</u> <u>(3)</u> | <u>(4)</u> | 05/13/2016 | | A | 11,935 | | 05/13/2019 | 05/13/2019 | Common Stock |
| 2016 Performance Based Units - 50% Stock/50% Cash <u>(5)</u> <u>(2)</u> | <u>(4)</u> | 05/13/2016 | | A | 119,350 | | 12/31/2018 | 12/31/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CALLON FRED L 200 N CANAL ST NATCHEZ, MS 39120 | X | | Chairman / President / CEO | |

Signatures

Clay V. Bland as
Attorney-in-fact

05/17/2016

 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 terms of this Phantom Unit award specify payment in cash rather than in common shares. The value of each vested unit is equal to the average of the opening and closing price of the company's common stock on the vesting date.
- (2) The award terms specify cliff vesting three years from the date of the award.
- (3) The terms of this Phantom Unit award specify payment in cash rather than in common shares.
- (4) Each share of phantom stock is the economic equivalent of one share of the company's common stock.

(5) This Performance Based Unit award is subject to a variable number of units vesting based on a performance criteria related to the total shareholder return of the company compared to a group of peer companies. The number of units subject to vest under this award can range from 0% to as much as 200%. The award terms also specify that upon vesting 50% of the vested units will be payable in common shares and 50% will be payable in cash.

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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