

CIMAREX ENERGY CO  
 Form 4  
 February 26, 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 \*  
**HELMERICH HANS**

2. Issuer Name and Ticker or Trading Symbol  
**CIMAREX ENERGY CO [XEC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/26/2014**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

**C/O CIMAREX ENERGY CO., 1700 LINCOLN STREET, SUITE 1800**

(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

**DENVER, CO 80203**

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					52,876	I	Trustee, 1993 Hans Helmerich Trust
Common Stock					11,450 <sup>(1)</sup>	I	By Wife
Common Stock					1,062	I	Co-Trustee of Family Trust
Common					7,865	I	Trustee of

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Stock									Family Trust
Common Stock						2,157	I		By daughter Hailey
Common Stock						55,000	I		Co-Trustee of The Helmerich Foundation
Common Stock	02/26/2014		S	10,000 (2) (3)	D	\$ 111.1237	5,988	D	
Common Stock	02/26/2014		S	28,800 (4)	D	\$ 111.3144	371,200	I	Trustee of Estate of W.H. Helmerich III

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

<b>Reporting Owner Name / Address</b>	<b>Relationships</b>
	Director 10% Owner Officer Other

HELMERICH HANS  
C/O CIMAREX ENERGY CO.

1700 LINCOLN STREET, SUITE 1800  
DENVER, CO 80203

## Signatures

Mary Kay Rohrer,  
attorney-in-fact

02/26/2014

\_\_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) Mr. Helmerich disclaims beneficial ownership of these shares.

The price reported in Column 4 for February 26, 2014 sales is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.00 to \$111.35, inclusive. The reporting person undertakes to provide to Cimarex Energy Co., any security holder of Cimarex Energy Co. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) The amount of securities beneficially owned as reported in column 5 includes 5,171 shares of restricted stock subject to service-based vesting.

(4) The price reported in Column 4 for February 26, 2014 sales is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.00 to \$111.485, inclusive. The reporting person undertakes to provide to Cimarex Energy Co., any security holder of Cimarex Energy Co. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote

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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