Midstates Petroleum Company, Inc.

Form 4

April 25, 2017

## FORM 4

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

**OMB APPROVAL OMB** 

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obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

04/21/2017

Stock

1. Name and Address of Reporting Person * BRACE FREDERIC F			Issuer Name and Ticker or Trading     Symbol					5. Relationship of Reporting Person(s) to Issuer			
			Midstates Petroleum Company, Inc. [MPO]					(Check all applicable)			
(Last) (First) (Middle) 321 SOUTH BOSTON, SUITE 1000			3. Date of Earliest Transaction (Month/Day/Year) 04/21/2017					Director 10% Owner Officer (give title below) Other (specify below)  President and CEO			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
TT II C 1 C 1	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
TULSA, OK 74103								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative (	Securi	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deem	ned	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of	
Security (Month/Day/Year) Execution			n Date, if Transaction(A) or Disposed of (D)				of (D)	Securities	Ownership	Indirect	
(Instr. 3) any			Code (Instr. 3, 4 and 5)				5)	Beneficially	Form: Direct		
		(Month/D	ay/Year)	(Instr. 8)				Owned	(D) or	Ownership	
								Following Reported	Indirect (I) (Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)	(IIIsu. +)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	04/21/2017			M	21,953	A	\$ 18.75	22,053	D		
Common				E	6 827		\$	15 226			

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

F

6,827

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15,226

D

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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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		: 1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Employee right to buy)	\$ 19.66					<u>(1)</u>	10/21/2026	Common Stock	131,773	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRACE FREDERIC F 321 SOUTH BOSTON, SUITE 1000 TULSA, OK 74103

President and CEO

De

## **Signatures**

/s/ FREDERICK F. BRACE

04/25/2017

\*\*Signature of Reporting
Person

e of Reporting 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).
- In accordance with the Plan, the Reporting Person received an award of restricted stock units and stock options (Options) granted on the (1) Effective Date, 1/6 of which will vest on 4/21/2017, an additional 1/6 of which will vest on 10/21/2017, an additional 1/3 of which will vest on 10/21/2018 and the final 1/3 of which will vest on 10/21/2019.

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.

Reporting Owners 2