

Sheffield Bryan
Form 4
February 19, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sheffield Bryan

(Last) (First) (Middle)

303 COLORADO STREET, SUITE
3000

(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Parsley Energy, Inc. [PE]

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

02/18/2019

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)

See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
Class A common stock	02/18/2019		F	26,391 (1)	D \$ 18.73	9,206,632	D
Class A common stock						352,521	I By Spouse
Class A common stock						948,043	I By Bryan S. Sheffield Spousal Lifetime Access Trust (2)

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Class A common stock	297,761	I	By Sharoll M. Sheffield 2012 Irrevocable Trust ⁽³⁾
Class B common stock ⁽⁴⁾	20,835,517	D	
Class B common stock ⁽⁴⁾	371,249	I	By Spouse
Class B common stock ⁽⁴⁾	998,406	I	By Bryan S. Sheffield Spousal Lifetime Access Trust ⁽²⁾
Class B common stock ⁽⁴⁾	313,579	I	By Sharoll M. Sheffield 2012 Irrevocable Trust ⁽³⁾

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Sheffield Bryan 303 COLORADO STREET, SUITE 3000 AUSTIN, TX 78701	X	X	See Remarks	

Signatures

/s/ Bryan Sheffield, by Colin Roberts, as
Attorney-in-Fact

02/19/2019

__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 Issuer withheld shares of Class A common stock that would have otherwise been issuable to the reporting person to satisfy the Issuer's tax withholding obligations in connection with the vesting and settlement of the time-based restricted stock granted on February 18, 2016. The number of shares of Class A common stock withheld was determined based on the closing price of the Class A common stock on February 15, 2019.
 - (2) Mr. Sheffield serves as the investment trustee of the Bryan S. Sheffield Spousal Lifetime Access Trust, and Mr. Sheffield and his children are beneficiaries of the Bryan S. Sheffield Spousal Lifetime Access Trust.
 - (3) Mr. Sheffield's spouse serves as the investment trustee of the Sharoll M. Sheffield 2012 Irrevocable Trust, and Mr. Sheffield's spouse and children are beneficiaries of the Sharoll M. Sheffield 2012 Irrevocable Trust.
 - (4) Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by stockholders generally.

Remarks:

Executive Chairman

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