CLOUD PEAK ENERGY INC.

Form 4

March 08, 2016

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Martin Cary W

(Last) (First) (Middle)

(State)

(Month/Day/Year)

505 S. GILLETTE AVE.

(Street)

GILLETTE, WY 82716

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

CLOUD PEAK ENERGY INC. [CLD]

03/04/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. Date of Earliest Transaction

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Code Disposed of (D) (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or (Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed

(Zip)

Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Sr VP, Human Resources

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

Estimated average

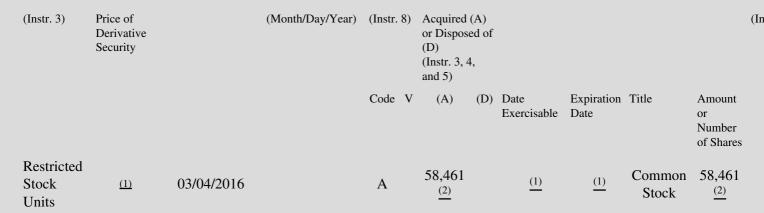
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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Martin Cary W 505 S. GILLETTE AVE. GILLETTE, WY 82716

Sr VP, Human Resources

Signatures

/s/ Bryan J. Pechersky, attorney-in-fact for Cary W. Martin

03/08/2016

**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).

Each restricted stock unit ("RSU") represents a contingent right to receive the value of one share of Cloud Peak Energy Inc. ("CPE") common stock. In general, 100% of the RSUs vest three years after the date of grant subject to the terms of the award agreement and CPE's long-term incentive plan ("LTIP"). Vested RSUs may be paid in shares, cash or a combination of shares and cash, in the discretion of the Compensation Committee.

This total does not include performance share units ("PSUs") that were also granted on March 4, 2016 and that will be reported under Section 16 upon any vesting, as provided by applicable rules. PSUs represent a contingent right to receive the value of one share of CPE common stock. In general, PSUs vest 3 years from the date of grant depending on CPE's achievement of performance goals, which are

(2) based upon CPE's relative and absolute total shareholder return ("TSR"), and subject to the terms of the award agreement and CPE's LTIP. These TSR achievements may result in a payout ranging between 0% and 200% of the target. Vested and earned PSUs may be paid in shares, cash or a combination of shares and cash, in the discretion of the Compensation Committee. It is currently expected that 2016 PSUs will be settled in cash, rather than in shares of common stock.

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.

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