Gastar Exploration USA, Inc.

Form 4

February 03, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Gerlich Michael A Issuer Symbol Gastar Exploration USA, Inc. (Check all applicable) [GSTPRAPRB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) 1331 LAMAR, SUITE 650 01/30/2014 Chief Financial Officer & VP (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77010 Person

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Sec	curitie	s Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Bonus Stock			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Award (restricted share grant)	01/30/2014		A	52,586 (1)	A	5.8	729,165	D	
Restricted Shares	01/30/2014		F(2)	40,954	D	\$ 5.8	688,211	D	
Common Stock	01/30/2014		M	160,202 (3)	A	\$ 5.8	848,413	D	
Common Stock	01/30/2014		F(4)	53,411	D	\$ 5.8	795,002	D	

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Performance Based Units	\$ 0	01/30/2014		M		80,101	<u>(5)</u>	<u>(5)</u>	Common Stock	80,1
Performance Based Units	\$ 0	01/30/2014		A	52,586		(5)	<u>(5)</u>	Common Stock	52,5 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Gerlich Michael A 1331 LAMAR, SUITE 650 HOUSTON, TX 77010

Chief Financial Officer & VP

Signatures

/s/ Michael A.

Gerlich 02/03/2014

**Signature of 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 bonus stock award vests in three equal annual installments beginning on 01/30/2015.
- (2) Shares forfeited to meet tax obligation of restricted share vesting.
- (3) Shares of common stock acquired as a result of the 2013 performance based unit award vesting and settlement at 200% of the target award based on Gastar's share price appreciation over the performance period.
- (4) Shares forfeited to meet tax obligation of performance based unit vesting.
- (5) Not applicable.

Reporting Owners 2

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Performance Based Units ("PBUs"): Vesting is ratable over the three year performance period, with settlement in common stock between 0% and 200% (**subject to limitations discussed in Footnote 7 below) of the target award based on Gastar's share price appreciation over

- (6) a three year performance period relative to a peer index. Share price appreciation is measured generally as the change in market value of common stock during the performance period. The PBUs have no voting rights but provide for dividend equivalents to be paid upon vesting.
- The number of PBUs reported (52,586) represents the target award. As such, the number of shares that may be issued upon vesting ranges from 0 shares to 105,172 shares. **As discussed in Footnote 6 above, at the end of the performance period, the participant may earn up to 200% of the target award, subject to a maximum award limitation of one million (1,000,000) shares that may be issued to any individual in a calendar year under the Gastar Exploration Inc. 2006 Long-Term Stock Incentive Plan, as Amended.

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.