

Conn Mitzi P
Form 4
May 16, 2018

FORM 4

**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, 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 *
Conn Mitzi P

2. Issuer Name and Ticker or Trading Symbol
CALLON PETROLEUM CO [CPE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1401 ENCLAVE
PARKWAY, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and CAO

(Street)
HOUSTON, TX 77077

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

(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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	05/14/2018	05/14/2018	M		12,424 A \$ 0	60,709	D
Common Stock	05/14/2018	05/14/2018	F		3,647 (1) D \$ 13.85	57,062	D
Common Stock						24,216	I 401(k) Account

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

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number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2015 RSU - Stock ⁽²⁾	<u>(3)</u>	05/14/2018		M	12,424	05/14/2018 05/14/2018	Common Stock 12,424
2015 Phantom Units ⁽²⁾ <u>(4)</u>	\$ 13.94 <u>(5)</u>	05/14/2018		M	2,192	05/14/2018 05/14/2018	Common Stock 2,192

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Conn Mitzi P 1401 ENCLAVE PARKWAY SUITE 600 HOUSTON, TX 77077	Vice President and CAO

Signatures

Mitzi P. Conn, by Stacy E. Skelton,
Attorney-in-Fact
**Signature of Reporting Person 05/16/2018
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) Payment of tax liability by withholding Common Stock incident to vesting of Restricted Stock award issued in accordance with Rule 16b-3.
- (2) These units/shares are subject to three-year cliff vesting with all units/shares vesting on the third anniversary date following the grant date.
- (3) Restricted stock units convert into common stock on a one-for-one basis.
- (4) The terms of this phantom unit award specify payment in cash rather than in common stock.

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- (5) Each phantom unit is the economic equivalent of one share of Callon Petroleum Company's common stock at the average of its opening and closing price on the vesting date, which was \$13.94.

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