SEC	Form	4
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

1	1. Name and Address of Reporting Person * Armour Spencer D III		2. Issuer Name and Ticker or Trading Symbol <u>ProPetro Holding Corp.</u> [PUMP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/22/2024		Director Officer (give title below)	10% Owner Other (specify below)		
303 W. WALL STREET, SUITE 102			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)				X	Form filed by One Reportin Form filed by More than On	č		
MIDLAND	TX	79701				ie reporting r erson		
(City)	(State)	(Zip)						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 7. Nature of 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership Transaction Form: Direct (D) Date Execution Date. Securities Indirect (Month/Day/Year) if any Code (Instr. Beneficially Owned or Indirect (I) Beneficial Following Reported Transaction(s) (Month/Dav/Year) 8) (Instr. 4) Ownership (Instr. 4) (A) or (Instr. 3 and 4) Code v Price Amount D) Common Stock 04/22/2024 М 21,116(1) (2) 99,152 D A

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. Transac Code (In 8)		5. Numb Derivativ Securitie Acquired Dispose (Instr. 3,	ve es d (A) or	Expiration Date (Month/Day/Year)		d 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		
Restricted Stock Units	(2)	04/22/2024		М			21,116	(3)	(3)	Common Stock	21,116	\$ <mark>0</mark>	0	D	
Restricted Stock Units	(4)	04/23/2024		Α		17,939		(4)	(4)	Common Stock	17,939	\$0	17,939	D	

Explanation of Responses:

1. Reflects shares of common stock of the Issuer ("Common Stock") delivered upon vesting and settlement of previously awarded restricted stock units ("RSUs").

2. Each RSU represents a contingent right to receive either one share of Common Stock or an amount of cash equal to the fair market value of one share of Common Stock.

3. On May 12, 2023, the reporting person was granted 21,116 RSUs, vesting upon the earlier to occur of the day immediately preceding the annual meeting of stockholders of the Issuer in 2024 and May 12, 2024. The vest date was deemed to be April 22, 2024 based on the date of the annual meeting of stockholders being April 23, 2024.

4. Each RSU represents a contingent right to receive either one share of Common Stock or an amount of cash equal to the fair market value of one share of Common Stock. The RSUs will vest in full upon the earlier to occur of the day immediately preceding the Issuer's annual meeting of stockholders in 2025 and April 23, 2025.

Remarks:

/s/ John J. Mitchell, as attorney-in-	04/24/2024
fact for Spencer D. Armour III	04/24/2024

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.