SEC Form 4

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

	Address of R	eporting Person [*]		2. Issuer Name and Ticker or Trading Symbol <u>ProPetro Holding Corp.</u> [PUMP]							tionship of Re all applicable Director	Person(s) to Issuer					
(Last) (First) (Middle) C/O PROPETRO HOLDING CORP.					e of Earliest Transact 5/2017	×	Officer (giv below)	give title Other below		ner (spec							
1706 S. MIDKIFF, BLDG. B					4. If Amendment, Date of Original Filed (Month/Day/Year)							 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 					
(Street) MIDLAND TX 79701											Form filed	by More	than One Rep	orting Pe	'erson		
(City)	(S	tate)	(Zip)														
			Table I - No	n-Derivative	Securities Acq	uired,	Disp	osed of,	or l	Benefic	ially Ow	ned					
Date				2. Transaction Date (Month/Day/Yea	Execution Date,		3. Transaction Code (Instr. 8) 4. Securiti Disposed					Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct or Indirect (I) (Instr. 4)	(D) Indi Ber Ow	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	V Amount			(A) or (D)	Price					str. 4)	
Common Stock 03				03/16/2017	7	м		113,09	97	A \$3.96		113,097		D			
Common Stock 03/1					7	F		31,991 D		\$14	81,106		D				
					ecurities Acqui alls, warrants,							ed					
1. Title of Derivative Security	2. Conversion or Exercise		3A. Deemed Execution Date, if any	4. Transaction Code (Instr.	5. Number of Derivative Securities	6. Date E Expiratio (Month/D	n Date				derlying	ying Derivative		er of 10. e Owner s Form:	ship of	1. Nature of Indirect Beneficial	

1. Little 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. It is and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Form: Direct (D)	of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Options	\$14	03/16/2017		Α		119,988		(1)	03/16/2027	Common Stock	119,988	\$ <mark>0</mark>	119,988	D	
Stock Options	\$3.96	03/16/2017		м			113,097	(2)	06/14/2023	Common Stock	113,097	\$ <mark>0</mark>	586,755	D	

Explanation of Responses:

1. The option vests in four equal annual installments beginning on March 16, 2018.

2. Represents stock options which have vested or will vest in four equal annual installments beginning on June 14, 2014.

/s/ Mark Howell, Attorney-in-	03/20/2017
fact	03/20/2017
** 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.

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