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

1. Name and Address of Reporting Person * SLEDGE DAVID W			2. Issuer Name and Ticker or Trading Symbol ProPetro Holding Corp. [PUMP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) 1706 S. MIDK	Last) (First) (Middle) 1706 S. MIDKIFF, BLDG B		3. Date of Earliest Transaction (Month/Day/Year) 02/11/2020	X Officer (give title Other (specify below) COO
·			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 Reporting Person
MIDLAND	ТХ	79701		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. Transac Code (Ir 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		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)	
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(1150.4)
Common Stock	02/11/2020		м		27,214	A	(1)	46,366 ⁽²⁾	D	
Common Stock	02/11/2020		F		8,148 ⁽³⁾	D	\$9.57	38,218 ⁽²⁾	D	

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

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1. Title of Derivative Security (Instr. 3)	ecurity (Instr. Conversion Date (Month/Day/Year) if		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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	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)		
Performance Stock Units	(1)	02/11/2020		м			27,214	(1)	(1)	Common Stock	27,214	(1)	49,483	D	
Restricted Stock Units	(4)	02/11/2020		А		37,617		(4)	(4)	Common Stock	37,617	\$0.00	90,502 ⁽⁵⁾	D	

Explanation of Responses:

1. Reflects shares of common stock of the Issuer ("Common Stock") granted upon settlement of previously awarded performance stock units ("PSUs"), which were settled based on the Issuer's achievement of target performance goals with respect to total shareholder return relative to the Issuer's peer group for the performance period ended December 31, 2019.

2. Reduced by 52,885 restricted stock units ("RSUs") previously reported as Common Stock in Table I but now reported in Table II.

3. Reflects shares of Common Stock withheld to satisfy taxes payable in connection with the vesting and settlement of previously awarded PSUs.

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 three substantially equal annual installments commencing on February 11, 2021.

5. Includes 52,885 RSUs previously reported as Common Stock in Table I but now reported in Table II.

/s/ Sam Sledge, as attorney-in-02/13/2020 fact for David W. Sledge Date

** Signature of Reporting Person

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.

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5