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

in Hamb and Address of Hoperang Foreen			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) Director 10% Owner
(Last) 1706 S. MIDK	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2020	X Officer (give title Other (specify below) below) Chief Strategy & Admin Officer
			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)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned		7. Nature of Indirect Beneficial Ownership (Instr. 4)
				v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(1150.4)
Common Stock	06/05/2020		м		1,101 ⁽¹⁾	Α	(2)	6,351	D	
Common Stock	06/05/2020		F		269 ⁽³⁾	D	\$6.36	6,082	D	

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)	nstr. or Exercise (Month/Day/Year) if any		Execution Date,	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 Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Restricted Stock Units	(2)	06/05/2020		м			1,101	(4)	(4)	Common Stock	1,101	\$0	43,991	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. Reflects shares of Common Stock withheld to satisfy taxes payable in connection with the vesting and settlement of previously awarded RSUs.

4. On June 5, 2017, the reporting person was granted 3,302 RSUs, vesting in three equal annual installments beginning on the first anniversary of the grant date.

 /s/ Newton W. Wilson III, as

 attorney-in-fact for Samuel D.

 Sledge

 ** 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.

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