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

1. Name and Address of Reporting Person [*] Sledge Samuel D			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) (First) 1706 S. MIDKIFF		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2021	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

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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)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(1130.4)	
Common Stock	02/16/2021		А		4,913	A	\$ <mark>0</mark>	12,660	D		
Common Stock	02/16/2021		F		1,457(1)	D	\$ 9 .9	11,203	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)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (In 8)					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	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		Transaction(s) (Instr. 4)		
Restricted Stock Units	(2)	02/17/2021		A		28,659		(2)	(2)	Common Stock	28,659	\$ <mark>0</mark>	70,282	D	

Explanation of Responses:

1. Reflects shares of common stock of the Issuer ("Common Stock) withheld to satisfy taxes payable in connection with the vesting and settlement of previously awarded performance stock units. 2. Each restricted stock unit ("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 17, 2022.

> /s/ Newton W. Wilson III, as attorney-in-fact for Samuel D. 02/18/2021 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.

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