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 Redman Dale	of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol ProPetro Holding Corp. [PUMP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) 1706 S MIDKIFF	(First) F, BLDG B	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/18/2018	X	Officer (give title below)	Other (specify below)	
(Street) MIDLAND TX 79701		79701	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 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)					Securities Beneficially Owned	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)		(1130.4)
Common Stock	04/18/2018		A		72,254	Α	\$0 ⁽¹⁾	528,305	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5 Number of 6 Date Exercisable and 1 Title of 3 Transaction 3A Deemed 7 Title and Amount of 8 Price of 9 Number of 10 11 Nature Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Derivative Securities Expiration Date (Month/Day/Year) Securities Underlying Derivative Security (Instr. derivative Securities Ownership Form: Direct (D) of Indirect Beneficial Date Execution Date Code (Instr. 8) .. Transaction Derivative Security (Instr. 5) (Month/Day/Year) if any (Month/Dav/Year) Acquired (A) or 3 and 4) Beneficially Ownership Disposed of (D) (Instr. 3, 4 and 5) Owned or Indirect (Instr. 4) Following Reported (I) (Instr. 4) Security Transaction(s) Amount or Number of Shares (Instr. 4) Date Expiration v Title Code (A) (D) Exercisable Date Performance Common 04/18/2018 72,254⁽²⁾ 72,254(2) 144.823 D (2) Α (2) (2) \$<mark>0</mark> Stock Units Stock

Explanation of Responses:

1. Represents restricted stock units which will vest in three substantially equal annual installments commencing on April 18, 2019.

2. Each performance stock unit represents a contingent right to receive up to two shares of common stock. Amount indicated reflects the target number of performance stock units awarded pursuant to the 2017 Incentive Award Plan. Following the completion of the performance period on December 31, 2020, the reporting person will receive the pro rata portion of the target award that corresponds with the company's attainment of total shareholder return relative to the company's peer group.

Remarks:

Mark Howell, as Attorney-in-Fact 04/20/2018

** 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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