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

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

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 Addres	s of Reporting Person <sup>*</sup> <u>e Jackie</u>		2. Issuer Name <b>and</b> Ticker or Trading Symbol ProPetro Holding Corp. [ PUMP ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner								
(Last) (First) (Middle) 1706 S MIDKIFF, BLDG B		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2019	X Officer (give title Other (specify below) below) CEO								
(Street) MIDLAND TX 79701		79701	4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>								
(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)	Code (In	Transaction Dispo Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(1130.4)
Common Stock	03/18/2019		A		88,235	Α	<b>\$0</b> <sup>(1)</sup>	606,880	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 Code (Instr. 8) Derivative Securities Expiration Date (Month/Day/Year) Securities Underlying Derivative Security (Instr. derivative Securities Ownership Form: Direct (D) of Indirect Beneficial Date Execution Date 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 03/18/2019 88,235<sup>(2)</sup> 88,235(2) 233.058 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 March 18, 2020.

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, 2021, 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 03/19/2019

\*\* 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.