

Schwartz Dirk A
 Form 4
 April 04, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Schwartz Dirk A

2. Issuer Name and Ticker or Trading Symbol
 ABRAXAS PETROLEUM CORP
 [AXAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 18803 MEISNER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/04/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP - Business Development

SAN ANTONIO, TX 78258

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Abraxas Petroleum Corp Common Stock	04/01/2018		A		27,397 A \$ 2.19	72,669	D
Abraxas Petroleum Corp Common Stock	03/31/2018 ⁽¹⁾		P		4,308 ⁽¹⁾ A \$ 2.2	16,147	I 401-K

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Unit	\$ 0 ⁽²⁾	04/01/2018		M	27,397	⁽³⁾	⁽³⁾	Abraxas Petroleum Corporation Common Stock
Employee Stock Option	\$ 3.15					03/11/2018	03/11/2024	Abraxas Petroleum Corporation Common Stock
Employee Stock Option	\$ 0.97					03/15/2020	03/15/2026	Abraxas Petroleum Corporation Common Stock
Employee Stock Option	\$ 3.67					12/02/2017	12/02/2023	Abraxas Petroleum Corporation Common Stock
Employee Stock Option	\$ 1.67					08/08/2018	08/08/2027	Abraxas Petroleum Corporation Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			VP - Business Development	

Schwartz Dirk A
18803 MEISNER DRIVE
SAN ANTONIO, TX 78258

Signatures

Dirk A.
Schwartz

04/04/2018

 Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Employer match to 40-K for the year ended December 31, 2017.

- Each performance-based restricted stock unit (RSU) represents the right to receive, following vesting, up to 200% of one share of Abraxas Petroleum common stock. The resulting number of shares of Abraxas Petroleum common stock acquired upon vesting of the performance based RSU is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three year period beginning April 1, 2018 and ending April 1, 2021.
- (2) Unless earlier forfeited under the terms of the performance-based RSUs, each performance based vest and converts into no more than 200% of one share of Abraxas Petroleum common stock.
 - (3) Unless earlier forfeited under the terms of the performance-based RSUs, each performance based vest and converts into no more than 200% of one share of Abraxas Petroleum common stock.

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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