Edgar Filing: Buterbaugh Richard C - Form 4

Buterbaugh R Form 4	ichard C								
February 19, 2	2013								
FORM	Л	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							PPROVAL 3235-0287
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation: may contin <i>See</i> Instruct 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 20(b) of the Investment Company Act of 1940 							Number:January 31,Expires:2005Estimated averageburden hours perresponse0.5	
(Print or Type Ro	esponses)								
1. Name and Ac Buterbaugh H	r Name and Ticker or Trading Petroleum Holdings, Inc.				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
[LPI] (Last) (First) (Middle) 3. Date of (Month/D 15 W. SIXTH STREET, SUITE 02/15/20 1800			-				Director 10% Owner _XOfficer (give title Other (specify below) below) Executive Vice President & CFO		
	(Street)		Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
TULSA, OK	74119							Iore than One Re	
(City)	(State) (Zip) Tabl	e I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8) Code V	4. Securiti on(A) or Dis (D) (Instr. 3, 4 Amount	posed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	02/15/2013		А		A	<u>(1)</u>	68,696	D	

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

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 control number.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to buy)	\$ 17.34	02/15/2013		А	42,961	02/15/2014	02/15/2023	Common Stock	42,9
Performance Units	<u>(3)</u>	02/15/2013		А	6,150	12/31/2015	(3)	Common Stock	6,1:

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Buterbaugh Richard C 15 W. SIXTH STREET, SUITE 1800 TULSA, OK 74119			Executive Vice President & CFO				
Signatures							
/s/ Kenneth E. Dornblaser as attorney-ir Buterbaugh	n-fact for	Richard C.	02/19/2013				

**Signature of Reporting Person

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) These restricted shares are granted under the Issuer's 2011 Omnibus Equity Incentive Plan and will vest in three equal annual installments beginning on the first anniversary date of the grant.

Date

(2) This stock option is granted under the Issuer's 2011 Omnibus Equity Incentive Plan and is exercisable as to 25% on each of the first four anniversaries of the date of the grant.

These performance units are granted under the Issuer's 2011 Omnibus Equity Incentive Plan. Each performance unit has a value of \$100. The performance units will be payable, if at all, in cash, based upon the Issuer's total shareholders return measured against an industry

(3) The performance units will be payable, if at an, in cash, based upon the issuer's total shareholders return measured against an industry peer group, over a three year performance period ending December 31, 2015. The final value of the performance units granted can range from 0% to 200% of the target value.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.