

Jones Energy, Inc.  
Form 4  
June 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Jones Jonny

(Last) (First) (Middle)  
807 LAS CIMAS  
PARKWAY,, SUITE 350  
(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Jones Energy, Inc. [JONE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

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 Ownership (Instr. 4)
				(A) or (D) Price			
Class B common stock	06/16/2015		J <sup>(1)</sup>	96,203 D	\$ 0 (1) 11,775,929	I	See footnote <sup>(2)</sup>

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. P. Derivative Security (Instr. 3 and 4)
Units of Jones Energy Holdings, LLC	(1)	06/16/2015		J(1)	96,203	(1) (1)	Class A common stock	96,203 \$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Jonny 807 LAS CIMAS PARKWAY, SUITE 350 AUSTIN, TX 78746	X	X	Chairman and CEO	

## Signatures

/s/ Jonny Jones                      06/18/2015

\_\_Signature of                      Date  
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) The shares of Class B common stock of the Issuer (the "Class B Shares") and an equivalent number of membership interests in Jones Energy Holdings, LLC (the "JEH LLC Units") reported herein were exchanged by an employee of the Issuer (the "Electing Employee") for shares of Class A common stock of the Issuer (the "Class A Shares"). This exchange (the "Exchange") was made pursuant to and in accordance with the Exchange Agreement dated July 29, 2013, included as Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed July 30, 2013. The Exchange was made solely for the benefit of the Electing Employee and no proceeds will go to Jonny Jones in connection therewith.

(2) The Class B Shares and JEH LLC Units reported herein are beneficially owned by the Reporting Person solely as a result of his status as the Manager of Jones Energy Management, LLC and as the Trustee of the Managing Member of JET 3 GP, LLC, which are the general partners of the entities that held such Class B Shares and JEH LLC Units prior to the exchanges reported herein. The Reporting Person disclaims beneficial ownership of the Class B Shares and JEH LLC Units reported herein except to the extent of his pecuniary interest therein.

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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