

Clarke Tod A
Form 4
April 04, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Clarke Tod 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
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President - Land

SAN ANTONIO, TX 78258

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

(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. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Abraxas Petroleum Common Stock	04/01/2018		A		\$ 27,397 2.19	121,476	D
Abraxas Petroleum Common Stock	03/31/2018 ⁽¹⁾		P		4,729 <u>(1)</u>	\$ 2.2 28,409	I 401-K

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

SEC 1474 (9-02)

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. 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 Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance-based Restricted Stock Unit	\$ 0 ⁽²⁾	04/01/2018		M	27,397	⁽³⁾ ⁽³⁾	Abrax Petrole Comm Stock
Employee Stock Option	\$ 3.15					03/11/2015 ⁽⁴⁾ 03/11/2024	Abrax Petrole Comm Stoc
Employee Stock Options	\$ 0.97					03/15/2017 ⁽⁴⁾ 03/17/2026	Abrax Petrole Comm Stoc
Employee Stock Option	\$ 3.74					03/08/2013 ⁽⁴⁾ 03/08/2022	Abrax Petrole Comm Stoc
Employee Stock Option	\$ 4.72					03/15/2012 ⁽⁴⁾ 03/15/2021	Abrax Petrole Comm Stoc
Employee Stock Option	\$ 2.09					03/16/2011 ⁽⁴⁾ 03/16/2020	Abrax Petrole Comm Stoc
Employee Stock Option	\$ 0.99					03/17/2010 ⁽⁴⁾ 03/17/2019	Abrax Petrole Comm Stoc
Employee Stock Option	\$ 2.39					05/14/2014 ⁽⁴⁾ 05/14/2023	Abrax Petrole

Employee Stock Option	\$ 3.55	08/09/2012 ⁽⁴⁾	08/09/2021
Employee Stock Option	\$ 1.75	10/05/2010 ⁽⁴⁾	10/05/2019

Comm
Stoc

Abrax
Petrole
Comm
Stoc

Abrax
Petrole
Comm
Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarke Tod A 18803 MEISNER DRIVE SAN ANTONIO, TX 78258			Vice President - Land	

Signatures

Tod A. Clarke 04/04/2018

 **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) Employer match to 401-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
- (2) performance-based RSUs is contingent upon the achievement of of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning on April 1, 2018 and ending on April 1, 2021.
- (3) Unless earlier forfeited under the terms of the terms of the Performance-based RSU, each performance-based RSU vest and converts into no more than 200% of of one share of Abraxas Petroleum common stock three years after the grant date.
- (4) Options vest 25% per year from the grant date.

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.