

Sanchez Energy Corp
 Form 4
 December 22, 2011

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 *
 Sanchez Energy Partners I LP

2. Issuer Name and Ticker or Trading Symbol
 Sanchez Energy Corp [SN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1111 BAGBY STREET, SUITE 1600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2011

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 Director by Deputization

HOUSTON, TX 77002
 (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/19/2011		A		21,340,909 (1)	A	(1)
					22,340,909	D	(2)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
Sanchez Energy Partners I LP 1111 BAGBY STREET, SUITE 1600 HOUSTON, TX 77002		X		Director by Deputization	
SANCHEZ ANTONIO R JR 1111 BAGBY, SUITE 1600 HOUSTON, TX 77002		X		Director by Deputization	
Sanchez Oil & Gas Corp 1111 BAGBY STREET, SUITE 1600 HOUSTON, TX 77002		X		Director by Deputization	
SEP Management I, LLC 1111 BAGBY STREET, SUITE 1600 HOUSTON, TX 77002		X		Director by Deputization	

Signatures

See Remarks 12/19/2011
 **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) In connection with the initial public offering ("IPO") of the common stock of Sanchez Energy Corporation (the "Issuer"), and pursuant to the terms of the Contribution, Conveyance and Assumption Agreement, dated as of December 19, 2011, by and between Sanchez Energy Partners I, LP ("SEP I") and the Issuer, SEP I contributed to the Issuer all of the membership interests in SEP Holdings III, LLC in exchange for \$50 million and 21,340,909 shares of the Issuer's common stock (exclusive of 750,000 shares that will be issued to SEP I if the underwriters in the IPO do not exercise their over-allotment option). This number includes the 1,000 shares of the Issuer's common stock that were previously reported on the Form 3 filed on December 13, 2011.
- (2) These shares are owned directly by SEP I. SEP I is controlled by its general partner, SEP Management I, LLC ("SEP Management"), which is a wholly-owned subsidiary of Sanchez Oil & Gas Corporation ("SOG"). SOG is managed by A.R. Sanchez, Jr. and Antonio R.

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Sanchez, III. A.R. Sanchez, Jr. shares voting and dispositive power over the shares controlled by SEP I. Each of A.R. Sanchez, Jr., SOG and SEP Management disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by A.R. Sanchez, Jr., SOG or SEP Management of all of the reported securities for purposes of Section 16 or any other purpose.

Remarks:

/s/ A.R. Sanchez, Jr., signed in the following capacities: A.R. Sanchez, Jr. is signing for himself, as well as in his capacity as C

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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