

HALCON RESOURCES CORP
 Form 4
 March 03, 2014

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 *
HEROD STEPHEN W

2. Issuer Name and Ticker or Trading Symbol
HALCON RESOURCES CORP [HK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 LOUISIANA STREET, SUITE 6700

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President

(Street)
 HOUSTON, TX 77002

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/27/2014		A		88,257	A	\$ 0
Common Stock					323,341 ⁽¹⁾	D	
					466,666	I	By Trusts ⁽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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	(3)	02/27/2014		A	265,120	(3)	(3)	Common Stock	530,240

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HEROD STEPHEN W
1000 LOUISIANA STREET, SUITE 6700
HOUSTON, TX 77002

President

Signatures

David S. Elkouri,
Attorney-in-fact 03/03/2014

__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) On July 31, 2013, Halcon Resources Corporation ("Halcon") declared a stock dividend, payable to all Series A Cumulative Perpetual Convertible Preferred Stock holders of record on August 15, 2013. As a result, the reporting person received 371 shares of Halcon stock on September 3, 2013. On October 31, 2013, Halcon declared a stock dividend, payable to all Series A Cumulative Perpetual Convertible Preferred Stock holders of record on November 15, 2013. As a result, the reporting person received 517 shares of Halcon stock on December 2, 2013.

(2) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose. The reporting person is neither the trustee nor a remainderman and the trusts are irrevocable.

(3) The Performance Share Units ("PSU") will vest and thereupon represent the right to receive up to the aggregate number of shares of Halcon common stock reflected in the table above if the average market price of Halcon's common stock equals or exceeds a target threshold preceding the third anniversary of the grant date. Fewer shares will be received at lower prices relative to the target, subject to a floor below which no PSUs will vest. Any PSUs that are not vested at such time will terminate. PSUs are subject to forfeiture under certain circumstances.

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.