

WOODRUFF J DAVID JR
 Form 4
 September 02, 2010

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 *
WOODRUFF J DAVID JR

2. Issuer Name and Ticker or Trading Symbol
ENERGEN CORP [EGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**605 RICHARD ARRINGTON JR.
 BLVD. NORTH**

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 General Counsel and Secretary

(Street)
BIRMINGHAM, AL 35203-2707

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)
Common Stock (ESP)					26,843	I	ESP ⁽¹⁾
Common Stock (Deferred)	08/31/2010		A	10 A	\$ 42.68 223 ⁽²⁾	D	
Common Stock (IRA)					1,500	D	
Common Stock					67,303	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.

SEC 1474
(9-02)

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (ISO)	\$ 13.7188					(3) 10/24/2010		Common Stock	4,500
Stock Option (Right to Buy) (ISO)	\$ 11.315					10/24/2004 10/23/2011		Common Stock	3,600
Stock Option (Right to Buy) (ISO)	\$ 14.855					01/29/2006 01/28/2013		Common Stock	6,730
Stock Option (Right to Buy) (NQ)	\$ 14.855					01/29/2006 01/28/2013		Common Stock	4,810
Stock Option (Right to Buy) (ISO)	\$ 21.375					01/28/2007 01/27/2014		Common Stock	4,678
Stock Option	\$ 21.375					01/28/2007 01/27/2014		Common Stock	882

(Right to Buy) (NQ) Stock Option (Right to Buy) (NQ)	\$ 46.45	<u>(4)</u>	01/23/2017	Common Stock	13,855
(Right to Buy) (NQ) Stock Option (Right to Buy) (NQ)	\$ 60.56	<u>(5)</u>	01/22/2018	Common Stock	12,100
(Right to Buy) (NQ) Stock Option (Right to Buy) (NQ)	\$ 29.79	<u>(6)</u>	01/27/2019	Common Stock	31,921
(Right to Buy) (NQ) Stock Option (Right to Buy) (NQ)	\$ 46.69	<u>(7)</u>	01/26/2020	Common Stock	15,468

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODRUFF J DAVID JR 605 RICHARD ARRINGTON JR. BLVD. NORTH BIRMINGHAM, AL 35203-2707			General Counsel and Secretary	

Signatures

J. D. Woodruff 09/02/2010

__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) Energen Corporation Employee Savings Plan, number of shares and securities are estimates based on trustee's unit accounting.
- (2) Energen Corporation Deferred Compensation Plan, number of securities is estimated based on recordkeepers' unit accounting.
- (3) The option became exercisable in three equal annual installments on October 25, 2001, 2002 and 2003.
- (4) The option became exercisable in three annual installments of 4,618, 4,618 and 4,619 on January 24, 2008, 2009 and 2010, respectively.
- (5) The option becomes exercisable in three annual installments of 4,033, 4,033 and 4,034 on January 23, 2009, 2010 and 2011, respectively.

Edgar Filing: WOODRUFF J DAVID JR - Form 4

- (6) The option becomes exercisable in three annual installments of 10,640, 10,640 and 10,641 on January 28, 2010, 2011 and 2012, respectively.
- (7) The option becomes exercisable in three equal installments of 5,156 each on January 27, 2011, 2012 and 2013.

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.