WOODRUFF J DAVID JR

Form 4

January 25, 2013

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

5. Relationship of Reporting Person(s) to

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WOODRUFF J DAVID JR				Symbol					Issuer			
				ENERGEN CORP [EGN]						(Check all applicable)		
(Last) (First) (Middle) 605 RICHARD ARRINGTON JR. BLVD. NORTH			Í	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013					Director 10% Owner Sofficer (give title Other (specify below) Beneral Counsel and Secretary			
BIRMINGHA	(Street) BIRMINGHAM, AL 35203-2707				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)		Table I	- Non-D	eri	ivative Se	curit	ies Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)		ansaction Date 2A. Deemed 3. 4. Securities ath/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Pr		D) d 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)										27,986	I	ESP (1)
Common Stock (Deferred)										547 (2)	D	
Common Stock (IRA)										1,500	D	
Common Stock										73,203	D	
Common Stock	01/24/2013	3			A		1,567	A	<u>(10)</u>	1,567	D	

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(Restricted)

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)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerci- Expiration Dat (Month/Day/Y	e	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
Stock Option (Right to Buy) (ISO)	\$ 21.375						01/28/2007	01/27/2014	Common Stock	4,678
Stock Option (Right to Buy) (NQ)	\$ 21.375						01/28/2007	01/27/2014	Common Stock	882
Stock Option (Right to Buy) (NQ)	\$ 46.45						<u>(3)</u>	01/23/2017	Common Stock	13,855
Stock Option (Right to Buy) (NQ)	\$ 60.56						<u>(4)</u>	01/22/2018	Common Stock	12,100
Stock Option (Right to Buy) (NQ)	\$ 29.79						<u>(5)</u>	01/27/2019	Common Stock	31,921

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Stock Option (Right to Buy) (NQ)	\$ 46.69				<u>(6)</u>	01/26/2020	Common Stock	15,468
Stock Option (Right to Buy) (NQ)	\$ 54.99				<u>(7)</u>	01/25/2021	Common Stock	14,789
Stock Option (Right to Buy) (NQ)	\$ 54.11				<u>(8)</u>	01/24/2022	Common Stock	16,029
Stock Option (Right to Buy) (NQ)	\$ 48.36	01/24/2013	A	4,557	<u>(9)</u>	01/23/2023	Common Stock	4,557

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

**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) 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 annual installments of 4,618, 4,618 and 4,619 on January 24, 2008, 2009 and 2010, respectively.
- (4) The option became exercisable in three annual installments of 4,033, 4,033 and 4,034 on January 23, 2009, 2010 and 2011, respectively.
- (5) The option became exercisable in three annual installments of 10,640, 10,640 and 10,641 on January 28, 2010, 2011 and 2012, respectively.
- (6) The option becomes exercisable in three equal installments of 5,156 each on January 27, 2011, 2012 and 2013.

(7)

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The option becomes exercisable in three annual installments of 4,929, 4,930 and 4,930 on January 26, 2012, 2013 and 2014, respectively.

- (8) The option becomes exercisable in three equal annual installments of 5,343 each on January 25, 2013, 2014 and 2015, respectively.
- (9) The option becomes exercisable in three equal annual installments of 1,519 each on January 24, 2014, 2015 and 2016, respectively.
- (10) Grant under Incentive Stock Plan; no purchase price.

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.