

ICAHN PARTNERS MASTER FUND LP  
Form 4  
August 10, 2018

**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 \*  
ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES  
CORP., 767 FIFTH AVE., SUITE  
4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/08/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
Potential Group Member

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ("Shares")	08/08/2018		P	200,000 A	\$ 71.3 6,259,989	I	Please see footnotes (1) (5) (6) (7) (8) (9) (10)
Shares	08/08/2018		P	353,577 A	\$ 71.41 6,613,566	I	Please see footnotes (2) (5) (6) (7) (8) (9) (10)
Shares	08/09/2018		P	3,500 A	\$ 71.8 6,617,066	I	Please see footnotes (3) (5) (6) (7)

(8) (9) (10)

Shares 08/10/2018 P 100,000 A \$ 72.34 6,717,066 I

Please see footnotes (4) (5) (6) (7) (8) (9) (10)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153				Potential Group Member
ICAHN PARTNERS LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601				Potential Group Member
HIGH RIVER LIMITED PARTNERSHIP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		Potential Group Member

ICAHN PARTNERS MASTER FUND LP  
 445 HAMILTON AVENUE  
 SUITE 1210  
 WHITE PLAINS, NY 10601

## Signatures

Carl C. Icahn	08/10/2018
<u>  </u> **Signature of Reporting Person	Date
High River Limited Partnership	08/10/2018
<u>  </u> **Signature of Reporting Person	Date
Icahn Partners LP	08/10/2018
<u>  </u> **Signature of Reporting Person	Date
Icahn Partners Master Fund LP	08/10/2018
<u>  </u> **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 August 8, 2018, High River Limited Partnership ("High River") purchased 40,000 Shares, Icahn Partners LP ("Icahn Partners") purchased 93,747 Shares and Icahn Partners Master Fund LP ("Icahn Master") purchased 66,253 Shares, in each case at a price of \$71.30 per Share.
- (2) On August 8, 2018, High River purchased 70,715 Shares, Icahn Partners purchased 165,709 Shares and Icahn Master purchased 117,153 Shares, in each case at a price of \$71.41 per Share.
- (3) On August 9, 2018, High River purchased 700 Shares, Icahn Partners purchased 1,640 Shares and Icahn Master purchased 1,460 Shares, in each case at a price of \$71.80 per Share.
- (4) On August 10, 2018, High River purchased 20,000 Shares, Icahn Partners purchased 46,857 Shares and Icahn Master purchased 33,143 Shares, in each case at a price of \$72.34 per Share.
- (5) High River directly beneficially owns 1,343,413 Shares, Icahn Partners directly beneficially owns 3,135,739 Shares, and Icahn Master directly beneficially owns 2,237,914 Shares.
- (6) Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of Icahn Master.
- (7) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners and Icahn Master. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (8) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- (9) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership

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of such Shares except to the extent of their pecuniary interest therein.

- (10) 10. The above reporting persons controlled by Carl C. Icahn may be considered a 10% beneficial owner because they may be deemed to be members of a "group" (within the meaning of Section 13(d)(3) of the Act), with Corvex Management LP ("Corvex") and Mr. Keith Meister (together with Corvex, the "Corvex Persons"). Subject to Footnote 7 of the Form 3 filed by the Reporting Persons on June 18, 2018, none of the reporting persons has any pecuniary interest in any Shares beneficially owned by any of the Corvex Persons, and each of the reporting persons disclaims beneficial ownership of such Shares. The Corvex Persons have filed a separate Form 3 with respect to their interests.

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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