

SunCoke Energy, Inc.
 Form 4
 July 22, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Thomson Michael J

(Last) (First) (Middle)
 1011 WARRENVILLE ROAD, SUITE 600
 (Street)

LISLE, IL 60532

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SunCoke Energy, Inc. [SXC]

3. Date of Earliest Transaction (Month/Day/Year)
 07/21/2015

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) ___ Other (specify below)
 President & COO

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 07/21/2015 | | M | V | 11,473 | A | \$ 0 ⁽¹⁾ | 154,417 | D |
| Common Stock ⁽²⁾ | 07/21/2015 | | F | | 3,569 | D | \$ 12.48 | 150,848 | 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)

Edgar Filing: SunCoke Energy, Inc. - Form 4

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. P... Deri... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Units ⁽³⁾ | <u>(4)</u> | 07/21/2015 | | M | 11,473 | <u>(5)</u> | <u>(5)</u> | Common Stock | 11,473 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomson Michael J 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532 | | | President & COO | |

Signatures

/s/ Rita M. Slager,
attorney-in-fact

07/22/2015

**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).
- The shares of common stock were acquired pursuant to a grant of restricted common stock units under the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan. This transaction represents the settlement of vested restricted common stock units in shares of common stock.
- (1) Long-Term Performance Enhancement Plan. This transaction represents the settlement of vested restricted common stock units in shares of common stock.
 - (2) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted common stock units. Grant of restricted common stock units awarded in July 2011. These units were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. Half of these units vest ratably in increments of one-third at the end of each of three annual vesting cycles. The remaining half vests on the fourth anniversary of the date of grant. Incremental settlement is contingent only upon the continued employment of the reporting person with SunCoke Energy, Inc. through the end of each vesting cycle.
 - (4) Conversion rate is 1 for 1.
 - (5) Not applicable.

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.