

Foutch Randy A
 Form 4
 February 21, 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 *
 Foutch Randy A

2. Issuer Name and Ticker or Trading Symbol
 Laredo Petroleum, Inc. [LPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 15 W. SIXTH STREET, SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

(Street)
 TULSA, OK 74119

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 02/16/2018 | | D | | 10,581 (1) | D | |
| Common Stock | 02/16/2018 | | A | | 348,213 (2) | A | |
| Common Stock | 02/16/2018 | | A | | 104,469 (3) | A | |
| Common Stock | 02/16/2018 | | D | | 25,692 (1) | D | |
| Common Stock | | | | | 451,340 | I | By Lariat Ranch LLC (4) |

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| | | | |
|--------------|--------|---|---|
| Common Stock | 90,037 | I | By Foutch Family Trust A ⁽⁵⁾ |
| Common Stock | 90,037 | I | By Foutch Family Trust B |
| Common Stock | 90,037 | I | By Foutch Family Trust C ⁽⁵⁾ |
| Common Stock | 90,037 | I | By Foutch Family Trust D ⁽⁶⁾ |
| Common Stock | 500 | I | By Daughter ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Performance Units | ⁽⁷⁾ | 02/16/2018 ⁽⁷⁾ | | A | 348,213 | 02/16/2021 | ⁽⁷⁾ | Performance Units |
| Stock Option (Right to buy) | \$ 14.12 | | | | | 02/17/2018 ⁽⁸⁾ | 02/17/2027 | Common Stock |
| Performance Units | ⁽⁹⁾ | | | | | 02/17/2020 | ⁽⁹⁾ | Common Stock |
| Stock Option (Right to buy) | \$ 4.1 | | | | | 02/19/2017 ⁽⁸⁾ | 02/19/2026 | Common Stock |
| Performance Units | ⁽¹⁰⁾ | | | | | 02/19/2019 | ⁽¹⁰⁾ | Common Stock |

| | | | | |
|--------------------------------|----------|---------------------------|------------|--------------|
| Stock Option (Right to buy) | \$ 11.93 | 02/27/2016 ⁽⁸⁾ | 02/27/2025 | Common Stock |
| Performance Units | (11) | 02/27/2018 | (11) | Common Stock |
| Stock Option (Right to buy) | \$ 25.6 | 02/27/2015 ⁽⁸⁾ | 02/27/2024 | Common Stock |
| Stock Option (Right to buy) | \$ 17.34 | 02/15/2014 ⁽⁸⁾ | 02/15/2023 | Common Stock |
| Stock Option (Right to buy) | \$ 24.11 | 02/03/2013 ⁽⁸⁾ | 02/03/2022 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foutch Randy A 15 W. SIXTH STREET, SUITE 900 TULSA, OK 74119 | X | | Chairman & CEO | |

Signatures

/s/ Kenneth E. Dornblaser as attorney-in-fact for Randy A. Foutch

02/21/2018

**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) Represents shares of common stock withheld by the Issuer to satisfy tax withholding obligations of the Reporting Person in connection with the vesting of a portion of restricted shares previously granted to the Reporting Person under the Issuer's Omnibus Equity Incentive Plan.
- (2) These restricted shares are granted under the Issuer's Omnibus Equity Incentive Plan and will vest in three equal annual installments beginning on the first anniversary date of the grant.
- (3) These restricted shares are granted under the Issuer's Omnibus Equity Incentive Plan and will vest one year after the date of the grant.
- (4) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Mr. Foutch may be deemed to be a beneficial owner of the 360,148 shares of common stock of the Issuer held by the Foutch Family Trusts, the 500 shares of common stock of the Issuer held by his daughter and the 451,340 shares of common stock held by Lariat Ranch LLC. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, Mr. Foutch herein states that this Form 4 shall not be deemed an admission that he is the beneficial owner of such shares of common stock. Mr. Foutch disclaims beneficial ownership of the common stock of the Issuer, except to the extent that he has a pecuniary interest in such shares of common stock.
- (5) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Mr. Foutch may be deemed to be a beneficial owner of the 400,148 shares of common stock of the Issuer held by the Foutch Family Trusts, the 500 shares of common stock of the Issuer held by his daughter and the 450,474 shares of common stock held by Lariat Ranch LLC. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, Mr. Foutch herein states that this Form 4 shall not be deemed an admission that he is the

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beneficial owner of such shares of common stock. Mr. Foutch disclaims beneficial ownership of the common stock of the Issuer, except to the extent that he has a pecuniary interest in such shares of common stock.

- (6) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Mr. Foutch may be deemed to be a beneficial owner of the 360,148 shares of common stock of the Issuer held by the Foutch Family Trusts, the 500 shares of common stock of the Issuer held by his daughter and the 450,928 shares of common stock held by Lariat Ranch LLC. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, Mr. Foutch herein states that this Form 4 shall not be deemed an admission that he is the beneficial owner of such shares of common stock. Mr. Foutch disclaims beneficial ownership of the common stock of the Issuer, except to the extent that he has a pecuniary interest in such shares of common stock.

- (7) These performance share units are granted under the Issuer's Omnibus Equity Incentive Plan. Each performance share unit represents a share of common stock. The performance share units will be payable, if at all, in common stock, based upon the Issuer's total shareholders return measured (i) against an industry peer group, (ii) on an absolute share return basis and (iii) based on a return on average capital employed metric, over a three year performance period ending December 31, 2020. The final number of shares of common stock granted can range from 0% to 200% of the performance share units.

- (8) This stock option was granted under the Issuer's Omnibus Equity Incentive Plan and is exercisable as to 25% on each of the first four anniversaries of the date of the grant.

- (9) These performance share units are granted under the Issuer's Omnibus Equity Incentive Plan. Each performance share unit represents a share of common stock. The performance share units will be payable, if at all, in common stock, based upon the Issuer's total shareholders return measured against an industry peer group, over a three year performance period ending December 31, 2019. The final number of shares of common stock granted can range from 0% to 200% of the performance share units.

- (10) These performance share units are granted under the Issuer's Omnibus Equity Incentive Plan. Each performance share unit represents a share of common stock. The performance share units will be payable, if at all, in common stock, based upon the Issuer's total shareholders return measured against an industry peer group, over a three year performance period ending December 31, 2018. The final number of shares of common stock granted can range from 0% to 200% of the performance share units.

- (11) These performance share units are granted under the Issuer's Omnibus Equity Incentive Plan. Each performance share unit represents a share of common stock. The performance share units will be payable, if at all, in common stock, based upon the Issuer's total shareholders return measured against an industry peer group, over a three year performance period ending December 31, 2017. The final number of shares of common stock granted can range from 0% to 200% of the performance share units.

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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