

SunCoke Energy, Inc.
Form 4
July 03, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
07/02/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	07/02/2013		M		7,893	A	\$ 0
							132,573
Common Stock ⁽²⁾	07/02/2013		F		3,706	D	\$ 13.91
							128,867
							D

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

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SEC 1474
(9-02)

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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)
Common Stock Units ⁽³⁾ ⁽⁴⁾	⁽⁵⁾	07/02/2013		M	7,893	⁽⁶⁾ ⁽⁶⁾	Common Stock 7,893	\$

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 07/03/2013

^{__}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 share units.
- Settlement on July 2, 2013 of time-vesting restricted common stock subject only to the continued employment of the reporting person through the applicable vesting date. The reporting person will also receive an amount equal to the cash dividends that would have paid out had he been the holder of shares of SunCoke common stock equal to the number of restricted common stock units that are vested and settled, if any.
- (3) had he been the holder of shares of SunCoke common stock equal to the number of restricted common stock units that are vested and settled, if any.
- (4) Equity awards under the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan relating to adjustment of Sunoco, Inc. ("Sunoco") equity awards in connection with the distribution by Sunoco, of SunCoke Energy, Inc. ("SunCoke"). The Distribution was completed on January 17, 2012. The terms of the adjustment of equity awards were set forth in the Separation and Distribution

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Agreement between SunCoke and Sunoco, dated as of July 18, 2011 and were approved by SunCoke's Board of Directors.

(5) Conversion rate is 1 for 1.

(6) 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.

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