

GRAN TIERRA ENERGY INC.

Form 4

March 06, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
Mawdsley Susan Lynn2. Issuer Name and Ticker or Trading
Symbol
GRAN TIERRA ENERGY INC.
[GTE]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2017____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
See RemarksC/O GRAN TIERRA ENERGY
INC., 900, 520 3 AVENUE SW

(Street)

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

CALGARY, A0 T2P 0R3

(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)
Common Stock	03/01/2017		M	5,352	A	61,352	D
Common Stock	03/01/2017		D	5,352	D	\$ 2.58 56,000	D

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

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information contained in this form are not
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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/01/2017		M	2,572	(2) (2)	Common Stock	2,572
Restricted Stock Units	(1)	03/01/2017		M	2,780	(3) (3)	Common Stock	2,780

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mawdsley Susan Lynn C/O GRAN TIERRA ENERGY INC. 900, 520 3 AVENUE SW CALGARY, A0 T2P 0R3	See Remarks

Signatures

/s/ Diane Phillips,
Attorney-In Fact 03/06/2017

**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) Reflects vesting of shares subject to a restricted stock unit previously reported for which settlement was solely in cash.
- (2) Each restricted stock unit represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units vest in three equal installments on March 1, 2015, March 1, 2016 and March 1, 2017.
- (3) Each restricted stock unit represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units vest in three equal installments on March 1, 2016, March 1, 2017 and March 1, 2018.

Remarks:

Vice President, Finance and Corporate Controller

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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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