McCuen Kyle A Form 4 May 17, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * McCuen Kyle A	2. Issuer Name and Ticker or Trading Symbol EP Energy Corp [EPE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
1001 LOUISIANA STREET	05/15/2018	X Officer (give title Other (specify below)			
		SVP, CFO and Treasurer			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
		X Form filed by One Reporting Person			
		Form filed by More than One Reporting			

HOUSTON, TX 77002

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, is any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(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	(D) Price	(Ilisti: 3 and 4)		
Class A Common Stock	05/15/2018		A(1)	37,500	A \$0	285,925	D	

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

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Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired	}		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
	Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Shares (PSUs)	<u>(2)</u>				(2)	(2)	Class A Common Stock	72,000	

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

McCuen Kyle A 1001 LOUISIANA STREET

HOUSTON, TX 77002

SVP, CFO and Treasurer

Signatures

/s/ Jace D. Locke, 05/17/2018 Attorney-in-Fact

**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) Employee award of restricted stock granted pursuant to the 2014 Omnibus Incentive Plan.
 - Performance Shares (PSUs) granted under the 2014 Omnibus Incentive Plan that entitle the Reporting Person to receive up to 750,000 shares of the Issuer's Class A Common stock depending on the performance of the Issuer's Class A common stock during the four-year
- (2) performance period ending October 31, 2021. Vested shares of the Issuer's Class A common stock earned pursuant to the award will be issued to the Reporting Person within 60 days following each of October 31, 2021, October 31, 2022 and October 31, 2023 in accordance with the schedule set forth in the PSU grant notice and award agreement pursuant to which the PSUs were granted.

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.

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