

Jones Energy, Inc.
Form 4
February 06, 2017

FORM 4

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

OMB APPROVAL

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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 *
McConnell Mike

(Last) (First) (Middle)
807 LAS CIMAS PARKWAY,
SUITE 350
(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Jones Energy, Inc. [JONE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2017

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

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Class A common stock	02/02/2017		A		35,798 (1)	A	\$ 0
Class A common stock					238	I	See footnote (2)

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)

Table with columns: 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 of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Derivative Security Underlying Reported Transaction (Instr. 5), 11. Date of Derivative Security Acquisition or Disposition (Instr. 5), 12. Date of Reporting Person's Acquisition or Disposition (Instr. 5), 13. Date of Reporting Person's Acquisition or Disposition (Instr. 5), 14. Date of Reporting Person's Acquisition or Disposition (Instr. 5), 15. Date of Reporting Person's Acquisition or Disposition (Instr. 5), 16. 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Date of Reporting Person's Acquisition or Disposition (Instr. 5)

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: McConnell Mike, 807 LAS CIMAS PARKWAY, SUITE 350, AUSTIN, TX 78746, X, President.

Signatures

/s/ Mike L. Bengtson, attorney-in-fact, 02/06/2017, **Signature of Reporting Person, Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
**(1) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). The Reporting Person was granted 35,798 Performance Share Units ("PSUs") under the Amended and Restated Jones Energy, Inc. 2013 Omnibus Incentive Plan on May 20, 2014 and the PSUs vested upon achievement of previously established performance criteria and certification of such achievement by the compensation committee of the board of directors of the Reporting Company on February 2, 2017.
(2) The shares of Class A common stock ("Class A Shares") reported on this line are beneficially owned by the Reporting Person solely as a result of his status as President of McConnell Interests, LLC, the general partner of McConnell Partnership, Ltd., which is the entity that directly beneficially owns such interests. The Reporting Person disclaims beneficial ownership of the Class A Shares reported on this line except to the extent of his pecuniary interest therein.

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.