SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Utsch Louis W</u>				er Name and Ticke RPHY OIL C	0		(Check	ionship of Reporting all applicable) Director Officer (give title	10% C	
(Last) 9805 KATY FF G-200	(First) REEWAY	(Middle)		e of Earliest Transa /2023	action (Month/	Day/Year)	X	below)	below resident	
(Street) HOUSTON (City)	TX (State)	77024 (Zip)	4. If Ar	nendment, Date of	Öriginal Filed	(Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Form filed by One Form filed by More	Reporting Perso	n
		Table I - Non	-Derivative	Securities Ac	quired, Dis	sposed of, or Benefic	ially O	wned		
1. Title of Security (Instr. 3) Date (Month/Da				2A. Deemed Execution Date, if any	3. Transaction Code (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial

		(Month/Day/Year)	if any (Month/Day/Year) Code (Instr. 8)						(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)
	Common Stock	01/31/2023		М		11,676 ⁽¹⁾	Α	\$ <mark>0</mark>	21,180	D	
ſ	Common Stock	01/31/2023		F ⁽²⁾		4,748	D	\$43.2681	16,432	D	

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. Transa Code (8)		Dispos	tive	6. Date Exerc Expiration Da (Month/Day/)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		
Performance Stock Unit ⁽³⁾	(4)	01/31/2023		Α		5,550		(4)	(4)	Common Stock	5,550	\$ <u>0</u>	56,750	D	
Restricted Stock Unit ⁽⁵⁾	(4)	01/31/2023		А		3,700		(4)(6)	(4)(6)	Common Stock	3,700	\$ <u>0</u>	20,700	D	
Performance Stock Unit ⁽⁷⁾	(4)	01/31/2023		М			14,400 ⁽¹⁾	(4)	(4)	Common Stock	14,400	\$ <u>0</u>	42,350	D	

Explanation of Responses:

1. Represents performance-based Restricted Stock Units (RSUs) that have vested and settled in shares of the Company's stock on a one-for-one basis. Pursuant to the terms of the performance-based grant awarded under the 2018 Long-Term Incentive Plan, the total includes 59% of the original award, plus shares equivalent in value to accumulated dividends.

2. Shares withheld for taxes on RSU vesting.

3. Performance-based restricted stock unit award granted under the 2020 Long-Term Incentive Plan.

4. These Securities generally do not carry a Conversion Price, Exercisable Date, or Expiration Date.

5. Time-based restricted stock unit award granted under the 2020 Long-Term Incentive Plan.

6. Vest date is January 31, 2026.

7. Performance-based restricted stock unit award granted under the 2018 Long-Term Incentive Plan.

/s/ E. Ted Botner, attorney-in-

fact

** Signature of Reporting Person D

Date

02/02/2023

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

 * 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).

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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