

Midstates Petroleum Company, Inc.  
 Form 4  
 April 24, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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 \*  
 Harding Amelia Kim

2. Issuer Name and Ticker or Trading Symbol  
 Midstates Petroleum Company, Inc.  
 [MPO]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 321 SOUTH BOSTON, SUITE 1000  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/21/2017

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below) \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 VP-Human Resources & Admin

TULSA, OK 74103  
 (City) (State) (Zip)

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

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)
				(A) or (D) Code V	Amount or Price		
Common Stock <sup>(1)</sup>	04/21/2017		M		6,205 A \$ 18.75	6,205	D
Common Stock <sup>(1)</sup>	04/21/2017		F		1,981 D \$ 18.75	4,224	D
Common Stock						37,247 <sup>(2)</sup>	D
Common Stock						100	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**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. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Employee Right to Buy)	\$ 19.66					(3)	10/21/2026	Common Stock	37,247

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harding Amelia Kim 321 SOUTH BOSTON, SUITE 1000 TULSA, OK 74103			VP-Human Resources & Admin	

## Signatures

/s/ AMELIA KIM  
HARDING 04/24/2017

\*\*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) RSU with 1/6 1/6 year 1 & 1/3 year 2 & 1/3 year 3 vesting schedule

Pursuant to the Issuer's First Amended Joint Chapter 11 Plan of Reorganization (the "Plan"), which was confirmed by the United States Bankruptcy Court for the Southern District of Texas and became effective on October 21, 2016 (the "Effective Date"), the Reporting

(2) Person received an award of restricted stock, 1/6 of which will vest on the six-month anniversary of the Effective Date, an additional 1/6 of which will vest on the twelve-month anniversary of the Effective Date, an additional 1/3 of which will vest on the twenty four-month anniversary of the Effective Date and the final 1/3 of which will vest on the thirty six-month anniversary of the Effective Date.

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- In accordance with the Plan, the Reporting Person received an award of stock options ("Options") granted on the Effective Date, 1/6 of which will vest on the six-month anniversary of the Effective Date, an additional 1/6 of which will vest on the twelve-month anniversary
- (3) of the Effective Date, an additional 1/3 of which will vest on the twenty-four month anniversary of the Effective Date and the final 1/3 of which will vest on the thirty six-month anniversary of the Effective Date. The exercise price per share of the Options is equal to the per share value based on an Issuer equity value of \$600.0 million.

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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