

Pantermuehl Russell  
Form 4  
February 25, 2019

# FORM 4

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

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

### OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pantermuehl Russell

(Last) (First) (Middle)

500 WEST TEXAS AVENUE,  
SUITE 1200

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

Diamondback Energy, Inc. [FANG]

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

02/21/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/21/2019                              |                                                             | A                                    | Amount<br>(1)<br>11,700                                                 | A \$ 0 100,200                                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/21/2019                              |                                                             | A                                    | Amount<br>(2)<br>24,044                                                 | A \$ 0 124,244                                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/22/2019                              |                                                             | F                                    | Amount<br>(3)<br>4,604                                                  | D \$ 102.14 119,640                                                                                                | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/22/2019                              |                                                             | F                                    | Amount<br>(4)<br>8,018                                                  | D \$ 102.14 111,622                                                                                                | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/22/2019                              |                                                             | F                                    | Amount<br>(5)<br>1,535                                                  | D \$ 102.14 110,087                                                                                                | D                                                                       |                                                                   |

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Common Stock 02/22/2019 F 1,343 (6) D \$ 102.14 108,744 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                            |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Pantermuehl Russell  
500 WEST TEXAS AVENUE, SUITE 1200  
MIDLAND, TX 79701

See Remarks

## Signatures

/s/Teresa L. Dick, as attorney-in-fact for Russell  
Pantermuehl

02/25/2019

\*\*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) These securities are performance-based restricted stock units for the performance period from January 1, 2017 to December 31, 2018 that were granted under the issuer's equity incentive plan on February 16, 2017. All of these performance-based restricted stock units vested as of December 31, 2018 upon certification by the issuer's compensation committee of the applicable performance conditions on February 21, 2019.

(2)

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These securities are performance-based restricted stock units for the performance period from January 1, 2016 to December 31, 2018 that were granted under the issuer's equity incentive plan on January 19, 2016. All of these performance-based restricted stock units vested as of December 31, 2018 upon certification by the issuer's compensation committee of the applicable performance conditions on February 21, 2019.

- (3) The issuer withheld shares of common stock that would have otherwise been issuable to the reporting person to satisfy the issuer's tax withholding obligations in connection with the vesting and settlement of the performance-based restricted stock units granted on February 16, 2017 and vested upon certification by the issuer's compensation committee on February 21, 2019. The number of shares of common stock withheld was determined based on the closing price per share of the issuer's common stock on February 22, 2019.

- (4) The issuer withheld shares of common stock that would have otherwise been issuable to the reporting person to satisfy the issuer's tax withholding obligations in connection with the vesting and settlement of the performance-based restricted stock units granted on January 19, 2016 and vested upon certification by the issuer's compensation committee on February 21, 2019. The number of shares of common stock withheld was determined based on the closing price per share of the issuer's common stock on February 22, 2019.

- (5) The issuer withheld shares of common stock that would have otherwise been issuable to the reporting person to satisfy the issuer's tax withholding obligations in connection with the vesting and settlement on February 22, 2019 of the third tranche of the time-based restricted stock units granted to the reporting person on February 16, 2017. The number of shares of common stock withheld was determined based on the closing price per share of the issuer's common stock on February 22, 2019.

- (6) The issuer withheld shares of common stock that would have otherwise been issuable to the reporting person to satisfy the issuer's tax withholding obligations in connection with the vesting and settlement on February 22, 2019 of the second tranche of the time-based restricted stock units granted to the reporting person on February 13, 2018. The number of shares of common stock withheld was determined based on the closing price per share of the issuer's common stock on February 22, 2019.

### Remarks:

Executive VP Reservoir Engineering

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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