

Jones Energy, Inc.  
Form 4  
June 18, 2015

**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 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)  
06/16/2015

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	(A) or (D)	Price
Class B common stock	06/16/2015		J <sup>(1)</sup>		96,203	D	\$ 0
							1,226,094
						I	
							See footnote <sup>(2)</sup>
Class A common stock	06/16/2015		J <sup>(1)</sup>		96,203	A	\$ 0
							177,810
						I	
							See footnote <sup>(2)</sup>
Class A common stock	06/16/2015		S		83,000	D	\$ 9.57
							94,810
						I	
							See footnote <sup>(2)</sup>
Class A common	06/17/2015		S		9,803	D	\$ 9.54
							85,007
						I	
							See footnote <sup>(2)</sup>

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stock						(4)			
Class A						\$			
common	06/18/2015		S	3,400	D	9.13	81,607	I	See
stock						(5)			footnote (2)

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

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**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... Deri... Secu... (Instr...)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Units of Jones Energy Holdings, LLC	(1)	06/16/2015		J(1)	96,203	(1) (1)	Class A common stock	96,203 \$

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

McConnell Mike  
807 LAS CIMAS PARKWAY, SUITE 350  
AUSTIN, TX 78746

X President

## Signatures

/s/ Mike S.  
McConnell 06/18/2015

\*\*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).

The shares of Class B common stock of the Issuer (the "Class B Shares") and an equivalent number of membership interests in Jones Energy Holdings, LLC (the "JEH LLC Units") reported herein were exchanged by Mike S. McConnell (the "Electing Employee") for the

(1) shares of Class A common stock of the Issuer (the "Class A Shares") reported as acquired herein. This exchange (the "Exchange") was made pursuant to and in accordance with the Exchange Agreement dated July 29, 2013, included as Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed July 30, 2013.

The Class A Shares, Class B Shares and JEH LLC Units reported herein are or were 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, Class B Shares and JEH LLC Units reported herein except to the extent of his pecuniary interest therein.

(2)

The price reported in Column 4 is a weighted average price. These Class A Shares were sold in multiple transactions at prices ranging from \$9.47 to \$9.90. The Reporting Person undertakes to provide Jones Energy, Inc., any security holder of Jones Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Class A Shares purchased at each separate price within the range set forth in this footnote.

(3)

The price reported in Column 4 is a weighted average price. These Class A Shares were sold in multiple transactions at prices ranging from \$9.50 to \$9.57. The Reporting Person undertakes to provide Jones Energy, Inc., any security holder of Jones Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Class A Shares purchased at each separate price within the range set forth in this footnote.

(4)

The price reported in Column 4 is a weighted average price. These Class A Shares were sold in multiple transactions at prices ranging from \$9.11 to \$9.17. The Reporting Person undertakes to provide Jones Energy, Inc., any security holder of Jones Energy, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Class A Shares purchased at each separate price within the range set forth in this footnote.

(5)

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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