

Thomson Michael J
Form 4
July 24, 2012

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 *
Thomson Michael J

2. Issuer Name and Ticker or Trading Symbol
SunCoke Energy, Inc. [SXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)

1011 WARRENVILLE ROAD, SUITE 600

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

President & COO

(Street)

LISLE, IL 60532

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	07/02/2012		F	2,482 D \$ 14.83	34,701	D	
Common Stock	07/02/2012		M	7,893 A \$ 0 ⁽²⁾	42,594	D	
Common Stock	07/23/2012		M	29,412 A \$ 0 ⁽²⁾	72,006	D	
Common Stock	07/23/2012		M	3,823 A \$ 0 ⁽²⁾	66,578	D	
Common Stock ⁽¹⁾	07/23/2012		F	9,251 D \$ 15.61	62,755	D	

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Common Stock (1) 07/23/2012 F 1,203 D \$ 15.61 65,375 D

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... Der... Sec... (Ins...)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Units <u>(3)</u> <u>(4)</u>	<u>(5)</u>	07/02/2012		M		7,893		<u>(6)</u>	<u>(6)</u>	Common Stock	7,893
Common Stock Units <u>(7)</u>	<u>(5)</u>	07/23/2012		M		29,412		<u>(6)</u>	<u>(6)</u>	Common Stock	29,412
Common Stock Units <u>(8)</u>	<u>(5)</u>	07/23/2012		M		3,823		<u>(6)</u>	<u>(6)</u>	Common Stock	3,823

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomson Michael J 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532			President & COO	

Signatures

/s/ Alison M. Rhoten,
attorney-in-fact 07/24/2012
 **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) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of restricted common stock units.

The shares of common stock were acquired pursuant to a grant of restricted common stock units under the SunCoke Energy, Inc.

(2) Long-Term Performance Enhancement Plan. This transaction represents the settlement of vested restricted common stock units in shares of common stock.

(3) The restricted common stock units vest and settle in two equal installments on July 2, 2012 and July 2, 2013, respectively, subject to continued employment of the reporting person through the applicable vesting date. The reporting person will also receive an amount equal to the cash dividends that would have paid out had he been the holder of shares of SunCoke common stock equal to the number of restricted common stock units that are vested and settled, if any.

(4) Equity awards awarded under the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan relating to the adjustment of Sunoco, Inc. equity awards in connection with the distribution by Sunoco, Inc. ("Sunoco") of 56,660,000 shares of common stock, par value \$0.01 per share, of SunCoke Energy, Inc. ("SunCoke") owned by Sunoco to Sunoco stockholders of record on the close of business on January 5, 2012. (the "Distribution"). The Distribution was completed on January 17, 2012. The terms of the adjustment of the reporting person's Sunoco equity awards were set forth in the Separation and Distribution Agreement by and between SunCoke and Sunoco, dated as of July 18, 2011 and were approved by SunCoke's Board of Directors.

(5) Conversion rate is 1 for 1.

(6) Not applicable.

(7) Grant of restricted common stock units awarded in July 2011. These units were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. These units will vest on the earlier of: (1) the first anniversary of the Registrant's initial public offering; or (2) termination (not for cause) of the reporting person's employment with SunCoke Energy, Inc. due to death or disability.

(8) Grant of restricted common stock units awarded in July 2011. These units were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. Half of these units vest ratably in increments of one-third at the end of each of three annual vesting cycles. The remaining half vests on the fourth anniversary of the date of grant. Incremental settlement is contingent only upon the continued employment of the reporting person with SunCoke Energy, Inc. through the end of each vesting cycle.

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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