

RSP Permian, Inc.
Form 4
March 03, 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 *
Wallace Michael W.

(Last) (First) (Middle)

508 W. WALL STREET, SUITE 1200

(Street)

MIDLAND, TX 79701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RSP Permian, Inc. [NYSE: RSPP]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2015

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)

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			
Common Stock	03/01/2015		A ⁽¹⁾	4,602 A \$ 0	9,602	I	See Note ⁽²⁾
Common Stock					82,109	I	See Note ⁽³⁾
Common Stock					9,739,126	I	See Note ⁽⁴⁾
Common Stock					2,166,152	I	See Note ⁽⁵⁾
Common Stock					500	I	See Note ⁽⁶⁾

Common Stock	300	I	See Note <u>(7)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (Instr. 5)
				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
Wallace Michael W. 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701	X	X		
Wallace Leslyn M. 508 W. WALL STREET, SUITE 1200 MIDLAND, TX 79701		X		

Signatures

/s/ James E. Mutrie, attorney-in-fact for Michael W. Wallace	03/03/2015
**Signature of Reporting Person	Date
/s/ James E. Mutrie, attorney-in-fact for Leslyn M. Wallace	03/03/2015
**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).

(1) Restricted stock grant that will vest on March 1, 2016.

(2) These securities are held of record by Michael W. Wallace. Leslyn M. Wallace, Mr. Wallace's spouse, disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

(3) These securities are held of record by Mrs. Wallace. Mr. Wallace disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

These securities are held by Wallace Family Partnership, LP ("Wallace LP"). Michael Wallace Management, LLC ("Wallace Management") is the general partner of Wallace LP, and Mr. Wallace and Mrs. Wallace are the managers of Wallace Management.

(4) Accordingly, each of Mr. and Mrs. Wallace may be deemed to share voting and dispositive power over the reported securities of Wallace LP, and as a result may be deemed to beneficially own the reported securities of Wallace LP. Each of Mr. and Mrs. Wallace disclaim beneficial ownership of the reported securities of Wallace LP except to the extent of his or her pecuniary interest therein.

These securities are held of record by Collins & Wallace Holdings, LLC. Ted Collins, Jr. and Wallace LP are the members of Collins & Wallace Holdings, LLC. Wallace Management is the general partner of Wallace LP, and Mr. and Mrs. Wallace are the managers of

(5) Wallace Management. Accordingly, Mr. Collins and Mr. and Mrs. Wallace may be deemed to share voting and dispositive power over the reported securities of Collins & Wallace Holdings, LLC, and as a result may be deemed to beneficially own the reported securities of Collins & Wallace Holdings, LLC. Each of Mr. and Mrs. Wallace disclaim beneficial ownership of the reported securities except to the extent of his or her pecuniary interest therein.

(6) These securities were purchased by Mr. Wallace as custodian for a minor child under the Uniform Transfer to Minors Act. Mr. Wallace disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(7) These securities are held by a member of Mr. and Mrs. Wallace's immediate family sharing the same household. Mr. and Mrs. Wallace disclaims beneficial ownership of these securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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