Midstates Petroleum Company, Inc.
Form 4
November 30, 2015

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
R/C IV Eagle Holdings, L.P.

(Last) (First) (Middle)

712 FIFTH AVENUE, 36TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2015

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

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/25/2015		S		3,891	D	$ 3.78 (1)	2,936,041	D (2)	
Common Stock	11/27/2015		S		100	D	$ 3.31	2,935,941	D (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
R/C IV Eagle Holdings, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		
Riverstone/Carlyle Energy Partners IV, L.P. 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		
R/C Energy GP IV, LLC 712 FIFTH AVENUE, 36TH FLOOR NEW YORK, NY 10019		X		

Signatures

/s/ Thomas Walker, as Managing Director of R/C Energy GP IV, LLC, on behalf of R/C IV Eagle Holdings, L.P.	11/30/2015
**Signature of Reporting Person	Date
/s/ Thomas Walker, as Managing Director of R/C Energy GP IV, LLC, on behalf of Riverstone/Carlyle Energy Partners IV, L.P.	11/30/2015
**Signature of Reporting Person	Date
/s/ Thomas Walker, as Managing Director, on behalf of R/C Energy GP IV, LLC	11/30/2015
**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $3.30 to $3.41, inclusive. The reporting person undertakes to provide to Midstates Petroleum Company, Inc. (the "Issuer"), any security holder

of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) Held directly by R/C IV Eagle Holdings, L.P. ("Eagle Holdings"). R/C Energy GP IV, LLC ("Ultimate R/C GP") is the general partner of Riverstone/Carlyle Energy Partners IV, L.P. ("R/C GP"), which is the general partner of Eagle Holdings. Each of Ultimate R/C GP and R/C GP may be deemed to indirectly own the shares directly owned by Eagle Holdings.

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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