RSP Permian, Inc. Form 4 July 05, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

C - SF	1								
1. Name and A Pollard Tam	Person *	Symbol	Name and mian, Inc	Ticker or Trading . [RSPP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)			3. Date of	Earliest Tra	ansaction	(Check all applicable)			
3141 HOOD	(Month/Day/Year) 3141 HOOD STREET, SUITE 500 06/30/2016				DirectorX Officer (give below) EVP of F	ve title Oth below) Planning and Res	er (specify		
(Street)			4. If Amen	dment, Dat	te Original	6. Individual or Joint/Group Filing(Check			
DALLAS, T	X 75219		Filed(Mont	h/Day/Year)		Applicable Line) _X_ Form filed by Form filed by Person	1 0		
(City)	(State)	(Zip)	Table	I - Non-De	erivative Securities Acq	quired, Disposed (of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Natur Indirect Benefici Ownersh	

` •	· · · · ·	Table	1 - Non-De	erivative S	ecurii	ies Acq	juirea, Disposea o	i, or beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed by/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/30/2016		F <u>(1)</u>	1,111	D	\$0	35,766	D	
Common Stock	06/30/2016		F <u>(1)</u>	3,173	D	\$0	32,593	D	
Common Stock	06/30/2016		A(2)	28,500	A	\$0	61,093	D	
Common Stock	06/30/2016		A(3)	23,357	A	\$0	84,450	D	
Common Stock	06/30/2016		F(1)	11,957	D	\$0	72,493	D	

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Common Stock	06/30/2016	F(1)	9,799	D	\$0	62,694	D	
Common Stock						380,989	I	See Footnote
Common Stock						19,060	I	By spouse $\frac{(5)}{}$

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	8)	5. inNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address			Keiationsnips	
	D:	1007 0	Off:	Othor

Director 10% Owner Officer Other

Pollard Tamara D. 3141 HOOD STREET, SUITE 500 DALLAS, TX 75219

EVP of Planning and Reserves

Signatures

/s/ James E. Mutrie, attorney-in-fact for Tamara D.

Pollard 07/05/2016

**Signature of Reporting Person Date

Reporting Owners 2

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).
- Withheld for the payment of tax liabilities in connection with the vesting of a restricted stock grant issued in accordance with Rule 16b-3.
- These securities are performance based restricted stock awards that were granted under the 2014 Long Term Incentive Plan for the performance period January 1, 2014 to December 31, 2016. All of these performance based restricted stock awards vested as of June 30, 2016 in connection with Ms. Pollard's retirement from the Issuer and her agreement with the Issuer and Issuer's Compensation Committee.
- These securities are performance based restricted stock awards that were granted under the 2014 Long Term Incentive Plan for the performance period January 1, 2015 to December 31, 2017. All of these performance based restricted stock awards vested as of June 30, 2016 in connection with Ms. Pollard's retirement from the Issuer and her agreement with the Issuer and Issuer's Compensation Committee.
- Ms. Pollard is a manager of the general partner of Pollard Resource Holdings, LP and therefore may be deemed to indirectly beneficially own these securities. Ms. Pollard disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (5) Ms. Pollard disclaims beneficial ownership of these securities except to the extent of her 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.