

SunCoke Energy, Inc.
 Form 4
 September 03, 2014

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 *
 Henderson Frederick A.

(Last) (First) (Middle)
 1011 WARRENVILLE ROAD, SUITE 600
 (Street)

LISLE, IL 60532

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/01/2014

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)
 Chairman & CEO

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <u>(1)</u>	09/01/2014		F	17,676	D \$ 24.01	113,971	D
Common Stock <u>(2)</u>	09/01/2014		M	37,647	A \$ 0	131,647	D

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

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SEC 1474 (9-02)

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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	(3)	09/01/2014		M	37,647	(4)	(4)	Common Stock	37,647

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henderson Frederick A. 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532	X		Chairman & CEO	

Signatures

/s/ Rita M. Slager,
attorney-in-fact

09/03/2014

__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 used to satisfy minimum statutory withholding requirements on vesting of restricted common stock units.
Grant of restricted common stock units awarded in July 2011 pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. These units vest ratably in increments of one-third at the end of each of three annual vesting cycles commencing on the second anniversary of the reporting person's hire date. Incremental settlement is contingent only upon the continued employment of reporting person with SunCoke Energy, Inc. through the end of each vesting cycle.
- (2) Three annual vesting cycles commencing on the second anniversary of the reporting person's hire date. Incremental settlement is contingent only upon the continued employment of reporting person with SunCoke Energy, Inc. through the end of each vesting cycle.
- (3) Conversion rate is 1 for 1.
- (4) Not applicable.

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.