

Bonanza Creek Energy, Inc.
 Form 4
 July 03, 2013

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 *
 Starzer Michael R

2. Issuer Name and Ticker or Trading Symbol

Bonanza Creek Energy, Inc. [BCEI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

(Last) (First) (Middle)
 C/O BONANZA CREEK ENERGY, INC., 410 17TH STREET, SUITE 1400

3. Date of Earliest Transaction (Month/Day/Year)
 06/28/2013

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

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

DENVER, CO 80202

(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	06/28/2013		J ⁽¹⁾	V	1,602,753 ⁽¹⁾	D	\$ 0
Common Stock	06/28/2013		J ⁽²⁾	V	154,287 ⁽²⁾	A	\$ 0
Common Stock	07/01/2013		S ⁽⁴⁾	D	100,000	D	\$ 35.56 ⁽³⁾
							446,244 ⁽⁵⁾

By
 Bonanza Creek Oil Company, LLC

Common Stock	98,067	I	By the Starzer Revocable Trust ⁽⁴⁾
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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. Amount or Number of Shares
Performance Shares	<u>(6)</u>					<u>(6)</u> 12/31/2015	Common Stock	8,303

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Starzer Michael R C/O BONANZA CREEK ENERGY, INC. 410 17TH STREET, SUITE 1400 DENVER, CO 80202	X		President & CEO	

Signatures

/s/ Christopher I. Humber as Attorney-in-Fact	07/03/2013
<u> </u> **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) Represents shares formerly held by Bonanza Creek Oil Company, LLC ("BCOC"), of which Mr. Starzer is a member and serves as a co-manager, distributed to members of BCOC, including 154,287 shares distributed to Mr. Starzer (see note (2)). In prior reports, Mr. Starzer reported beneficial ownership of all of these shares as a co-manager of BCOC.

(2) Represents previously issued and outstanding shares held by BCOC, of which Mr. Starzer is a member and co-manager, and distributed by BCOC to Mr. Starzer and the other members of BCOC based on each such member's respective ownership interest in BCOC. In prior reports, Mr. Starzer reported beneficial ownership of these shares, together with all other shares held by BCOC, as a co-manager of BCOC.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.05 to \$35.81, inclusive. The reporting person undertakes to provide Bonanza Creek Energy, Inc., any security holder of Bonanza Creek Energy, Inc. 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 range set forth in this footnote to this Form 4.

(4) The sales reported on this Form 4 were effected pursuant to a Rule 10b-5-1 trading plan adopted by the reporting person.

(5) Includes (i) 345,210 shares of common stock and (ii) 101,034 shares of restricted common stock subject to vesting.

(6) Each performance share represents a contingent right to receive 0-200% of that number of shares of common stock. The amount listed represents what the Reporting Person would receive at the target or 100% level. The performance shares vest upon continued employment and achievement of certain predetermined performance goals.

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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