

Thomson Michael J  
 Form 4/A  
 February 10, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Thomson Michael J

(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)  
 01/17/2012

4. If Amendment, Date Original Filed (Month/Day/Year)  
 01/19/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 President & COO

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	01/17/2012		J		469	A	\$ 0 (1)
Common Stock	01/17/2012		J		12,183	A	\$ 0 (1)

By  
 Sunoco, Inc. ESOP Trust

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

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

SEC 1474 (9-02)

Edgar Filing: Thomson Michael J - Form 4/A

**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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options (Right to Buy) <sup>(2)</sup>	\$ 22.31	01/17/2012		J	50,519	01/17/2012 03/30/2017	Common Stock	50,519
Stock Options (Right to Buy) <sup>(2)</sup>	\$ 20.26	01/17/2012		J	59,992	01/17/2012 12/05/2017	Common Stock	59,992
Stock Options (Right to Buy) <sup>(2)</sup>	\$ 11.18	01/17/2012		J	88,725	01/17/2012 12/03/2018	Common Stock	88,725
Stock Options (Right to Buy) <sup>(2)</sup>	\$ 8.93	01/17/2012		J	74,832	01/17/2012 <sup>(3)</sup> 03/03/2020	Common Stock	74,832
Common Stock Units <sup>(2)</sup> <sup>(6)</sup>	<sup>(4)</sup>	01/17/2012		J	15,786	<sup>(5)</sup> <sup>(5)</sup>	Common Stock	15,786
Common Stock Units <sup>(2)</sup> <sup>(7)</sup>	<sup>(4)</sup>	01/17/2012		J	30,816	<sup>(5)</sup> <sup>(5)</sup>	Common Stock	30,816
Common Stock Units <sup>(2)</sup> <sup>(8)</sup>	<sup>(4)</sup>	01/17/2012		J	49,382	<sup>(5)</sup> <sup>(5)</sup>	Common Stock	49,382

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Thomson Michael J  
1011 WARRENVILLE ROAD  
SUITE 600  
LISLE, IL 60532

President & COO

## Signatures

/s/ Jaime M. Lamana,  
attorney-in-fact

02/10/2012

\_\_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 amount reported in this row is based on the distribution by Sunoco, Inc. ("Sunoco") of 56,660,000 shares of common stock, par value \$0.01 per share, of SunCoke Energy, Inc. ("SunCoke") owned by Sunoco to Sunoco stockholders of record on the close of business on January 5, 2012. (the "Distribution"). The Distribution was completed on January 17, 2012.
- (2) Equity awards awarded under the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan relating to the adjustment of Sunoco equity awards in connection with the Distribution. The terms of the adjustment of the reporting person's Sunoco equity awards were set forth in the Separation and Distribution Agreement by and between SunCoke and Sunoco, dated as of July 18, 2011 and were approved by SunCoke's board of directors.
- (3) Stock options with respect to 24,944 shares of common stock are vested as of January 17, 2012. The remainder of the stock options vest in two equal installments on March 2, 2012 and March 2, 2013.
- (4) Conversion rate is 1 for 1.
- (5) Not applicable.
- (6) The Common Stock Units ("CSUs") vest and settle in two equal installments on July 1, 2012 and July 1, 2013, respectively, subject to continued employment of the reporting person through the applicable vesting date. Reporting person will also receive an amount equal to the cash dividends that would have paid out had he been the holder of shares of SunCoke common stock equal to the number of CSUs that are vested and settled, if any.
- (7) The CSUs will vest and settle on December 1, 2012, subject to continued employment of the reporting person through the applicable vesting date. Reporting person will also receive an amount equal to the cash dividends that would have paid out had he been the holder of shares of SunCoke common stock equal to the number of CSUs that are vested and settled, if any.
- (8) One-third of the CSUs vested on March 2, 2011 and the remaining will vest and settle in two equal installments on March 2, 2012 and March 2, 2013, subject to continued employment of the reporting person through the applicable vesting date. Reporting person will also receive an amount equal to the cash dividends that would have paid out had he been the holder of shares of SunCoke common stock equal to the number of CSUs that are vested and settled, if any.

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.