

GRAN TIERRA ENERGY INC.
Form 4
March 03, 2016

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 *
Hardy David Eldon

2. Issuer Name and Ticker or Trading Symbol
GRAN TIERRA ENERGY INC.
[GTE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Legal and General Counsel

C/O GRAN TIERRA ENERGY INC., 200, 150 13 AVENUE SW
(Street)

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

CALGARY, A0 T2R 0V2

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2015		M		31,667	A	11
Common Stock	03/01/2015		D		31,667	D	\$ 2.47
Common Stock					54,527	I	By Spouse

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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
Restricted Stock Units	<u>(1)</u>	03/01/2015		M	11,667	<u>(2)</u> / <u>(2)</u>	Common Stock	11,667
Restricted Stock Units	<u>(1)</u>	03/01/2015		M	11,667	<u>(3)</u> / <u>(3)</u>	Common Stock	11,667
Restricted Stock Units	<u>(1)</u>	03/01/2015		M	8,333	<u>(4)</u> / <u>(4)</u>	Common Stock	8,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hardy David Eldon C/O GRAN TIERRA ENERGY INC. 200, 150 13 AVENUE SW CALGARY, A0 T2R 0V2			VP, Legal and General Counsel	

Signatures

/s/ David Hardy 03/03/2016

**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) Restricted stock units convert into common stock on a one-for-one basis. The reporting person settled all shares of restricted stock units for cash.
 - (2) Reflects the receipt of 35,000 restricted stock units that were incorrectly reported on Table I previously. Each restricted stock unit represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units shall vest in three

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equal consecutive annual installments on March 1, 2016, March 1, 2017 and March 1, 2018, until fully vested.

Reflects the receipt of 35,000 restricted stock units that were incorrectly reported on Table I previously. Each restricted stock unit

- (3) represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units shall vest in three equal consecutive annual installments on March 1, 2015, March 1, 2016 and March 1, 2017, until fully vested.

Reflects the receipt of 25,000 restricted stock units that were incorrectly reported on Table I previously. Each restricted stock unit

- (4) represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units shall vest in three equal consecutive annual installments on March 1, 2014, March 1, 2015 and March 1, 2016, until fully vested.

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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