

Starzer Michael R  
Form 4  
February 20, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2013

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

(Street)  
DENVER, CO 80202

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

(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	02/11/2013		J	V	73,197 <sup>(1)</sup>	D	\$ 0 <sup>(1)</sup> 1,602,753 <sup>(2)</sup> I	By the BCEC Investment Trust
Common Stock	02/15/2013		F		7,553 <sup>(3)</sup>	D	\$ 34.75 367,047 <sup>(4)</sup> D	
Common Stock							98,067 I	By the Starzer Revocable Trust

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 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. Price of Derivative Security (Instr. 5), 9. Nature of Derivative Security (Instr. 6). Includes sub-headers for Date Exercisable and Expiration Date, and Title Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationship sub-columns: Director, 10% Owner, Officer, Other. Entry for Starzer Michael R, C/O BONANZA CREEK ENERGY, INC., 410 17TH STREET, SUITE 1400, DENVER, CO 80202, with relationships of Director (marked X) and Officer (President & CEO).

Signatures

/s/ Christopher I. Humber as Attorney-in-Fact, 02/20/2013. Legend: 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 the BCEC Investment Trust dispersed to beneficiaries of the Trust. Mr. Starzer serves as the sole trustee of the BCEC Investment Trust and did not have a pecuniary interest in the shares distributed by the Trust.
(2) 1,602,753 shares of common stock held by the BCEC Investment Trust, for which Mr. Starzer serves as sole trustee. Mr. Starzer disclaims beneficial ownership of shares of the BCEC Investment Trust in which he does not have a pecuniary interest.
(3) Represents shares withheld to satisfy tax obligations upon vesting of restricted common stock.
(4) Includes (i) 290,923 shares of common stock and (ii) 76,124 shares of restricted common stock subject to vesting.

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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