

Laredo Petroleum, Inc.
Form 4
May 13, 2014

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 *
Foutch Randy A

(Last) (First) (Middle)
15 W. SIXTH STREET, SUITE 900
(Street)

TULSA, OK 74119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Laredo Petroleum, Inc. [LPI]

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2014

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/12/2014 | | J ⁽¹⁾ | | 63 | A | \$ 0 | 591,372 | D | |
| Common Stock | 05/12/2014 | | J ⁽¹⁾ | | 191 | A | \$ 0 | 450,928 | I | By Lariat Ranch LLC ⁽²⁾ |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foutch Randy A 15 W. SIXTH STREET, SUITE 900 TULSA, OK 74119 | X | | Chairman & CEO | |

Signatures

/s/ Kenneth E. Dornblaser as attorney-in-fact for Randy A. Foutch
Date: 05/13/2014

__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) Randy A. Foutch and Lariat Ranch LLC are limited partners in Warburg Pincus Private Equity IX, L.P. and Warburg Pincus Private Equity X O&G, L.P. along with an affiliated partnership (collectively "Warburg Pincus"). On May 12, 2014, Warburg Pincus distributed, which distribution did not constitute a purchase or sale of securities, an aggregate of 5,097,388 shares ("Distribution Shares") of common stock of Laredo Petroleum, Inc. held by Warburg Pincus, in the aggregate, to their respective partners on a pro rata basis (the "Distribution") for no consideration. In connection with the Distribution, an aggregate of 63 Distribution Shares were transferred to Randy A. Foutch and an aggregate of 191 Distribution Shares were transferred to Lariat Ranch, LLC.

(2) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Mr. Foutch may be deemed to be a beneficial owner of the 380,148 shares of common stock of the Issuer held by the Foutch Family Trusts, the 500 shares of common stock of the Issuer held by his daughter and the 450,928 shares of common stock held by Lariat Ranch LLC. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, Mr. Foutch herein states that this Form 4 shall not be deemed an admission that he is the beneficial owner of such shares of common stock. Mr. Foutch disclaims beneficial ownership of the common stock of the Issuer, except to the extent that he has a pecuniary interest in such shares of common stock.

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.