

CONTINENTAL RESOURCES, INC

Form 4

September 18, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hamm Harold

2. Issuer Name **and** Ticker or Trading
Symbol
CONTINENTAL RESOURCES,
INC [CLR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & Chairman

P.O. BOX 268836, 20 N.
BROADWAY

(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

OKLAHOMA CITY, OK 73126

(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	09/16/2015		S		0 <u>(1)</u> <u>(2)</u>	D	<u>(1)</u>
					283,116,538	I	
					<u>(3)</u>		
Common Stock					502,534 <u>(4)</u>	D	

By Harold
Hamm
Family
LLC

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**

SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hamm Harold P.O. BOX 268836, 20 N. BROADWAY OKLAHOMA CITY, OK 73126	X	X	CEO & Chairman	

Signatures

/s/ Harold G.
Hamm

09/18/2015

**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).

- Mr. Hamm transferred \$3.5 billion of Non-Voting Units (the "NVU Transfer") in the Harold Hamm Family LLC (the "LLC") to trusts established for the benefit of family members of Mr. Hamm who are also members of the LLC. The NVU Transfer did not reduce the aggregate number of reported securities held by the LLC. This Form 4 is being filed only to report the reduction in Mr. Hamm's pecuniary interest in the reported securities held by the LLC resulting from the NVU Transfer. Although the NVU Transfer reduced Mr. Hamm's pecuniary interest in the reported securities held by the LLC, it did not reduce his control of the LLC or his control of all of the reported securities held by the LLC. The number of Non-Voting Units transferred by Mr. Hamm and the per unit price at which they were transferred will be determined based on an appraisal, following which this Form 4 will be amended.

- The amount of securities being transferred in connection with this transaction is not zero. The zero amount is listed to satisfy the technical filing requirements of the EDGAR system. The amount is currently unknown and will be added by amendment when the appraisal described in footnote 1 is complete.
- (3) The reporting person is the sole manager of the LLC which owns the reported securities. As a result, he has elected to report the total number of reported securities held by the LLC which includes reported securities contributed to the LLC by Mr. Hamm, his family members and trusts established for their benefit. As sole manager, Mr. Hamm has sole voting and dispositive control over all reported

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securities held by the LLC. However, the reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (4) Includes 201,450 shares of restricted common stock which vest on February 15, 2016; 124,000 shares of restricted common stock which vest on February 15, 2017; and 177,084 shares of restricted common stock which vest on February 15, 2018.

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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