

Newman Mark  
Form 4  
July 26, 2011

**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 \*  
Newman Mark

2. Issuer Name and Ticker or Trading Symbol  
SunCoke Energy, Inc. [SXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1011 WARRENVILLE ROAD, SUITE 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/26/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
Senior Vice President and Chief

LISLE, IL 60532  
(City) (State) (Zip)

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

**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)
Common Stock	07/26/2011		J(1)	3,750 A	\$ 16 3,750	I	Spouse

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)**

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Unit <sup>(2)</sup>	(3)	07/26/2011		A	17,458	(4)	(4)	Common Stock	17,45
Stock Options (Right to Buy) <sup>(5)</sup>	\$ 17.39	07/26/2011		A	43,290	07/23/2012	07/23/2021	Common Stock	43,29
Stock Options (Right to Buy) <sup>(6)</sup>	\$ 17.39	07/26/2011		A	102,222	07/23/2012	07/23/2021	Common Stock	102,22

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Newman Mark 1011 WARRENVILLE ROAD SUITE 600 LISLE, IL 60532			Senior Vice President and Chief	

## Signatures

/s/ John J. DiRocco, Jr.,  
attorney-in-fact

07/26/2011

\_\_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) Purchase of common stock in directed share program contingent upon the closing of the initial public offering of SunCoke Energy, Inc. Grant of restricted common stock units contingent upon the closing of the registrant's initial public offering. These units were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3. Half of these units vest ratably in increments of one-third at the end of each of three annual vesting cycles. The remaining half vests on the fourth anniversary of the date of grant. Incremental settlement is contingent only upon the continued employment of reporting person with SunCoke Energy, Inc. through the end of each vesting cycle.
- (2) these units vest ratably in increments of one-third at the end of each of three annual vesting cycles. The remaining half vests on the fourth anniversary of the date of grant. Incremental settlement is contingent only upon the continued employment of reporting person with SunCoke Energy, Inc. through the end of each vesting cycle.
- (3) Conversion rate is 1 for 1.
- (4) Not applicable.

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(5) Grant of stock options (right to buy SunCoke Energy, Inc. common stock), contingent upon the closing of the registrant's initial public offering. These options were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3, and are exercisable in one-third installments on the anniversary of the date of grant.

(6) Grant of stock options (right to buy SunCoke Energy, Inc. common stock), contingent upon the closing of the registrant's initial public offering. These options were awarded pursuant to the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan, in a transaction exempt under Rule 16b-3, and are exercisable in one-third installments on the anniversary of the date of grant.

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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