

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Denny Mark David</u>  (Last) (First) (Middle) 15 WEST 6TH STREET SUITE 900  (Street) TULSA OK 74119  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Laredo Petroleum, Inc. [ LPI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) SVP, Gen. Counsel & Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/14/2020		F		1,036 <sup>(1)</sup>	D	\$1.5	129,153	D	
Common Stock	02/14/2020		F		3,548 <sup>(1)</sup>	D	\$1.5	125,605	D	
Common Stock	02/14/2020		M		0 <sup>(2)</sup>	A	\$0	125,605	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Performance Units	(2)	02/14/2020		M		0		02/17/2020	(2)	Common Stock	0.0	0	D	
Performance Units	(3)							02/16/2021	(3)	Common Stock	23,551	23,551	D	
Performance Units	(4)							02/28/2022	(4)	Common Stock	75,342	75,342	D	
Stock Option (Right to buy)	\$4.1							02/19/2017 <sup>(5)</sup>	02/19/2026	Common Stock	26,770	26,770	D	
Stock Option (Right to buy)	\$14.12							02/17/2018 <sup>(5)</sup>	02/17/2027	Common Stock	10,093	10,093	D	

**Explanation of Responses:**

- Represents shares of common stock withheld by the Issuer to satisfy tax withholding obligations of the Reporting Person in connection with the vesting of a portion of restricted shares previously granted to the Reporting Person under the Issuer's Omnibus Equity Incentive Plan.
- These performance share units were granted under the Issuer's Omnibus Equity Incentive Plan and were originally reported on a Form 3 filed by the Issuer on April 2, 2019. Each performance unit represented a share of common stock. These performance units vested on February 14, 2020, and became payable in common stock based upon the Issuer's total shareholder return measured against an industry peer group, over a three-year performance period ending December 31, 2019. Based on the actual market criteria, 0% of the 13,345 performance units were issued, resulting in the issuance of 0 shares of common stock.
- These performance share units are granted under the Issuer's Omnibus Equity Incentive Plan. Each performance share unit represents a share of common stock. The performance share units will be payable, if at all, in common stock, based upon (i) the Issuer's total shareholder return measured against an industry peer group, (ii) on an absolute share return basis and (iii) based on a return on average capital employed metric, over a three-year performance period ending December 31, 2020. The final number of shares of common stock granted can range from 0% to 200% of the performance share units.
- These performance share units are granted under the Issuer's Omnibus Equity Incentive Plan. Each performance share unit represents a share of common stock. The performance share units will be payable, if at all, in common stock, cash, or a combination of common stock and cash, to be determined at the discretion of the Issuer's Compensation Committee, based upon (i) the Issuer's total shareholder return measured against an industry peer group, (ii) on an absolute share return basis and (iii) based on a return on average capital employed metric, over a three-year performance period ending December 31, 2021. The final number of shares of common stock granted can range from 0% to 200% of the performance share units.
- This stock option is granted under the Issuer's Omnibus Equity Incentive Plan and is exercisable as to 25% on each of the first four anniversaries of the date of the grant.

**Remarks:**

/s/ Mark Denny

02/18/2020

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**