

GRAN TIERRA ENERGY INC.  
Form 4  
March 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
Hardy David Eldon

2. Issuer Name and Ticker or Trading Symbol  
GRAN TIERRA ENERGY INC.  
[GTE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Legal and General Counsel

C/O GRAN TIERRA ENERGY INC., 200, 150 13 AVENUE SW  
(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

CALGARY, A0 T2R 0V2

(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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	03/01/2015		M		31,667	A	Ⓛ	31,669	D	
Common Stock	03/01/2015		D		31,667	D	\$ 2.47	2	D	
Common Stock								54,527	I	By 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)



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equal consecutive annual installments on March 1, 2016, March 1, 2017 and March 1, 2018, until fully vested.

Reflects the receipt of 35,000 restricted stock units that were incorrectly reported on Table I previously. Each restricted stock unit

- (3) represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units shall vest in three equal consecutive annual installments on March 1, 2015, March 1, 2016 and March 1, 2017, until fully vested.

Reflects the receipt of 25,000 restricted stock units that were incorrectly reported on Table I previously. Each restricted stock unit

- (4) represents a contingent right to receive one share of Gran Tierra Energy Inc. common stock. The restricted stock units shall vest in three equal consecutive annual installments on March 1, 2014, March 1, 2015 and March 1, 2016, until fully vested.

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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