

FOREST OIL CORP  
Form 4  
December 18, 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 \*  
MCDONALD PATRICK R

(Last) (First) (Middle)  
707 SEVENTEENTH STREET, SUITE 3600  
(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FOREST OIL CORP [FST]

3. Date of Earliest Transaction (Month/Day/Year)  
12/16/2014

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)  
President, CEO & Director

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                      |
| Common Stock                    | 12/16/2014                           |                                                    | M                              |                                                                   | 310,000                                                                                       | A                                                        | Ⓛ                                          |
| Common Stock <sup>(2)</sup>     | 12/16/2014                           |                                                    | D                              |                                                                   | 310,000                                                                                       | D                                                        | \$ 0.37                                    |
| Common Stock                    | 12/16/2014                           |                                                    | F <sup>(3)</sup>               |                                                                   | 86,176                                                                                        | D                                                        | \$ 0.37                                    |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 2,000                                                                                         | I                                                        | By LLC <sup>(4)</sup>                      |

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 Security (Instr. 3 and 4) |              |                         |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|-------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title        | Amount Number of Shares |
| Phantom Stock Units                        | (1)                                                    | 12/16/2014                           |                                                    | M                              | 310,000                                                                                 | 12/16/2014                                               | 05/21/2016(1)                                               | Common Stock | 310,000                 |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |                           |       |
|--------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                | Director      | 10% Owner | Officer                   | Other |
| MCDONALD PATRICK R<br>707 SEVENTEENTH STREET<br>SUITE 3600<br>DENVER, CO 80202 | X             |           | President, CEO & Director |       |

## Signatures

By: Roberta L. Louis, attorney-in-fact For: Patrick R. McDonald 12/18/2014

\_\_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) Each share of phantom stock is the economic equivalent of one share of Forest Oil Corporation common stock and was settled solely in cash, in connection with the closing of the Forest and Sabine Oil & Gas LLC transaction.
- (2) This report includes non-reportable acquisitions by the reporting person pursuant to the 1999 Employee Stock Purchase Plan of Forest Oil Corporation.
- (3) Satisfaction of tax liability by withholding shares incident to the vesting of restricted stock on December 16, 2014, in connection with the closing of the Forest Oil Corporation and Sabine Oil & Gas LLC transaction.
- (4) These shares are owned indirectly through McDonald Energy, LLC. Mr. McDonald owns 100% of the LLC.

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.