

WHITING PETROLEUM CORP  
Form 8-K  
May 09, 2014

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

FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report

(Date of earliest

event reported): May 6, 2014

Whiting Petroleum Corporation

(Exact name of registrant as specified in its charter)

Delaware  
(State or other

jurisdiction of

incorporation)

1-31899  
(Commission File

Number)

20-0098515  
(IRS Employer

Identification No.)

1700 Broadway, Suite 2300, Denver, Colorado 80290-2300

(Address of principal executive offices, including ZIP code)

(303) 837-1661

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 C.F.R. §230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Whiting Petroleum Corporation (the Company) held its annual meeting of stockholders on May 6, 2014 (the Annual Meeting). Of the 120,624,003 shares outstanding as of the record date for the Annual Meeting, 106,115,201 shares (approximately 88%) were present or represented by proxy at the Annual Meeting. The items voted on at the Annual Meeting and the results of the voting on the matters submitted to the stockholders were as follows:

1. Election of directors for terms expiring at the 2017 annual meeting of stockholders and until their successors are duly elected and qualified. Each of the following nominees for director was elected at the Annual Meeting.

| Name of Nominee  | Shares Voted |           |                 |
|------------------|--------------|-----------|-----------------|
|                  | For          | Withheld  | Broker Non-Vote |
| D. Sherwin Artus | 92,197,447   | 3,930,104 | 9,987,650       |
| Phillip E. Doty  | 94,096,693   | 2,030,858 | 9,987,650       |

2. Approval, by advisory vote, of the compensation of the Company's named executive officers as disclosed in its 2014 proxy statement.

| Shares Voted |            |         | Broker Non- |
|--------------|------------|---------|-------------|
| For          | Against    | Abstain | Vote        |
| 40,223,821   | 55,461,112 | 442,618 | 9,987,650   |

3. Ratification of appointment of Deloitte & Touche LLP as the independent registered public accounting firm for 2014.

| Shares Voted |           |         | Broker Non- |
|--------------|-----------|---------|-------------|
| For          | Against   | Abstain | Vote        |
| 102,522,349  | 3,040,380 | 552,472 | 0           |

**Item 8.01. Other Events.**

The Company's Board of Directors and Compensation Committee intend to revise compensation programs at the Company in the next several months, including replacing the Production Participation Plan adopted in 1983 with a more traditional salary, bonus and stock grant program, based upon the analysis and recommendations of its compensation consultant. The Compensation Committee has determined there will be no award contributed to the Production Participation Plan in 2014.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WHITING PETROLEUM CORPORATION

Date: May 9, 2014

By: /s/ James J. Volker  
James J. Volker  
Chairman and Chief Executive Officer