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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

CALLON PETROLEUM COMPANY

(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

13123X508
(CUSIP Number)

John G. Finley
Blackstone Inc.
345 Park Avenue
New York, New York 10154
Tel: (212) 583-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 14, 2022
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Primexx Energy Partners, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0*
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 991,703
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 991,703*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.6%*	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

* As described in Item 5 of Amendment No. 3, the Reporting Person distributed 4,442,114 shares of Common Stock on April 4, 2022 to its unitholders. Because such distribution occurred after the March 30, 2022 record date for the Issuer's annual meeting (the "Annual Meeting") disclosed in the preliminary proxy statement filed by the Issuer on March 31, 2022, the Reporting Person may be deemed to continue to have beneficial ownership over such shares through the date of the Annual Meeting. Of such distributed amount, 3,489,363 shares remain beneficially owned by other Reporting Persons on this statement. The Reporting Person denies beneficial ownership of the 902,026 shares as to which it granted an irrevocable proxy to the Issuer to vote at the Annual Meeting as described in Item 6 of this Schedule 13D.

1	NAMES OF REPORTING PERSONS Primexx Energy Corporation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 991,703
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 991,703	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.6%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1	NAMES OF REPORTING PERSONS BPP Energy Partners LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0*
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 301,945
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 301,945*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%*	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

* As described in Item 5 of Amendment No. 3, the Reporting Person distributed 1,560,382 shares of Common Stock on April 4, 2022 to its members. Because such distribution occurred after the March 30, 2022 record date for the Issuer's Annual Meeting disclosed in the preliminary proxy statement filed by the Issuer on March 31, 2022, the Reporting Person may be deemed to continue to have beneficial ownership over such shares through the date of the Annual Meeting. Of such distributed amount, 1,236,963 shares remain beneficially owned by other Reporting Persons on this statement. The Reporting Person denies beneficial ownership of the 314,373 shares as to which it granted an irrevocable proxy to the Issuer to vote at the Annual Meeting as described in Item 6 of this Schedule 13D.

1	NAMES OF REPORTING PERSONS BPP HoldCo LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,726,326
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,019,974
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS BX Primexx Topco LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,726,326
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,019,974
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS BCP VII/BEP II Holdings Manager L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,726,326
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,019,974
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Blackstone Energy Management Associates II L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 4,726,326
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 6,019,974
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Blackstone Management Associates VII L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 4,726,326
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 6,019,974
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS BMA VII L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 4,726,326
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 6,019,974
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Blackstone EMA II L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 4,726,326
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 6,019,974
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Blackstone Holdings III L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Quebec, Canada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,726,326
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,019,974
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

1	NAMES OF REPORTING PERSONS Blackstone Holdings III GP L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,726,326
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,019,974
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

1	NAMES OF REPORTING PERSONS Blackstone Holdings III GP Management L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,726,326
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,019,974
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Blackstone Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,726,326
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,019,974
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1	NAMES OF REPORTING PERSONS Blackstone Group Management L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,726,326
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,019,974
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS Stephen A. Schwarzman	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,726,326
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 6,019,974
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,019,974	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.8%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

This Amendment No. 4 (“Amendment No. 4”) to Schedule 13D relates to the common stock, par value \$0.01 per share (“Common Stock”), of Callon Petroleum Company, a Delaware corporation (the “Issuer”), and amends and supplements the initial statement on Schedule 13D filed on October 12, 2021, as amended by the Amendment No. 1 to the Schedule 13D filed on January 6, 2022, the Amendment No. 2 to the Schedule 13D filed on March 10, 2022 and the Amendment No. 3 (“Amendment No. 3”) to the Schedule 13D filed on April 6, 2022 (as so amended, the “Schedule 13D”). The principal executive offices of the Issuer are located at One Briarlake Plaza, 2000 W. Sam Houston Parkway S., Suite 2000, Houston, Texas 77042. Except as specifically provided herein, this Amendment No. 4 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined in this Amendment No. 4 shall have the same meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Items 5(a)-(c) of the Schedule 13D are hereby amended and restated as follows:

(a) and (b) Calculations of the percentage of the shares of Common Stock beneficially owned assumes that there were 61,493,753 shares of Common Stock outstanding as of March 30, 2022, as reported in the Issuer’s definitive proxy statement on Schedule 14A, filed by the Issuer with the Securities and Exchange Commission on April 11, 2022.

The aggregate number of shares and percentage of the Common Stock beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition or shared power to dispose or to direct the disposition, are set forth on the cover pages of this Schedule 13D and are incorporated herein by reference, except that the Senior Vice President, General Counsel and Corporate Secretary of the Issuer was given the power to vote the shares of Common Stock that are the subject of the irrevocable proxies granted by Primexx Energy Partners, Ltd. and BPP Energy Partners LLC described further in Item 6 below.

On October 1, 2021, 1,983,407 Escrow Shares (as defined in Item 6 of the Schedule 13D) were deposited into an Escrow Account (as defined in Item 6 of the Schedule 13D) for the benefit of the Issuer and Primexx Energy Partners, Ltd. (the “Primexx Escrow Account”) and 603,891 Escrow Shares were deposited into an Escrow Account for the benefit of the Issuer and BPP Energy Partners LLC (the “BPP Escrow Account”). On April 4, 2022, 991,704 and 301,946 Escrow Shares were released from the Primexx Escrow Account and BPP Escrow Account, respectively. As of the date hereof, 991,703 Escrow Shares remain in the Primexx Escrow Account and 301,945 Escrow Shares remain in the BPP Escrow Account with such amounts (taking into account any indemnity holdbacks) to be released directly to the unitholders of Primexx Energy Partners, Ltd. and the members of BPP Energy Partners LLC, as applicable, on a future release date. See “Escrow Agreements” in Item 6 of the Schedule 13D.

As of the date hereof, BPP HoldCo LLC directly holds 4,726,326 shares of Common Stock.

The securities reported herein as beneficially owned by the Reporting Persons do not include an aggregate of 481,250 shares of Common Stock underlying warrants to purchase Common Stock held by certain investment funds affiliated with the Reporting Persons, which may be issued upon net-share settlement of such warrants. Based on the closing price of Common Stock on the date of this filing, such warrants cannot be settled for shares of Common Stock pursuant to the terms thereof, and as a result, the shares of Common Stock underlying such warrants are excluded from the Reporting Person’s beneficial ownership of Common Stock reported herein.

Primexx Energy Corporation is the managing general partner of Primexx Energy Partners, Ltd.

BPP HoldCo LLC is the majority shareholder and has the power to appoint the majority of the members of the board of directors of Primexx Energy Corporation and has the power to appoint the majority of the members of the board of managers of BPP Energy Partners LLC. BX Primexx Topco LLC is the sole member of BPP HoldCo LLC. BCP VII/BEP II Holdings Manager L.L.C. is the managing member of BX Primexx Topco LLC.

Blackstone Energy Management Associates II L.L.C. and Blackstone Management Associates VII L.L.C. are the managing members of BCP VII/BEP II Holdings Manager L.L.C. Blackstone EMA II L.L.C. is the sole member of Blackstone Energy Management Associates II L.L.C. BMA VII L.L.C. is the sole member of Blackstone Management Associates VII L.L.C.

Blackstone Holdings III L.P. is the managing member of each of BMA VII L.L.C. and Blackstone EMA II L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP L.P.

Blackstone Inc. is the sole member of Blackstone Holdings III GP Management L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone’s senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or for any other purpose and each of the Reporting Persons expressly disclaims beneficial ownership of such shares of Common Stock.

(c) From April 5, 2022 to April 18, 2022, shares of Common Stock held by the Reporting Persons were sold in multiple open market sale transactions as described below.

<u>Seller</u>	<u>Date</u>	<u>Number of Shares</u>	<u>Price per Share</u>
BPP HoldCo LLC	04/05/2022	4,120	\$62.5442(1)(17)
BPP HoldCo LLC	04/05/2022	14,309	\$63.8756(2)(17)
BPP HoldCo LLC	04/06/2022	300	\$62.0033(3)(17)
BPP HoldCo LLC	04/07/2022	7,500	\$61.1021(4)(17)
BPP HoldCo LLC	04/07/2022	5,853	\$62.1067(5)(17)
BPP HoldCo LLC	04/08/2022	64,598	\$61.7802(6)(17)
BPP HoldCo LLC	04/08/2022	144,913	\$62.2529(7)(17)
BPP HoldCo LLC	04/12/2022	86,024	\$62.4646(8)(17)
BPP HoldCo LLC	04/12/2022	11,061	\$ 63.07(9)(17)
BPP HoldCo LLC	04/13/2022	147,898	\$61.3724(10)(17)
BPP HoldCo LLC	04/13/2022	4,477	\$62.1869(11)(17)
BPP HoldCo LLC	04/14/2022	152,387	\$61.4335(12)(17)
BPP HoldCo LLC	04/14/2022	40,712	\$62.2469(13)(17)
BPP HoldCo LLC	04/18/2022	89,091	\$61.3281(14)(17)
BPP HoldCo LLC	04/18/2022	87,629	\$62.3588(15)(17)
BPP HoldCo LLC	04/18/2022	23,280	\$63.1794(16)(17)

- (1) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$62.50 to \$62.81, inclusive.
- (2) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$63.50 to \$64.38, inclusive.
- (3) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$62.00 to \$62.01, inclusive.
- (4) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$61.00 to \$61.27, inclusive.
- (5) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$62.005 to \$62.26, inclusive.
- (6) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$61.01 to \$62.00, inclusive.
- (7) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$62.01 to \$62.67, inclusive.
- (8) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$62.00 to \$62.99, inclusive.
- (9) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$63.00 to \$63.14, inclusive.
- (10) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$61.00 to \$61.70, inclusive.
- (11) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$62.00 to \$62.74, inclusive.
- (12) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$61.00 to \$61.99, inclusive.
- (13) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$62.00 to \$62.59, inclusive.
- (14) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$61.00 to \$61.99, inclusive.
- (15) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$62.00 to \$62.99, inclusive.
- (16) Reflects the weighted average sales price. These shares of Common Stock were sold in multiple transactions ranging from \$63.00 to \$63.38, inclusive.
- (17) The Reporting Persons hereby undertake to provide, upon request by the Securities and Exchange Commission staff, full information regarding the number of shares sold at each separate price.

Except as set forth in this Amendment No. 4, none of the Reporting Persons has effected any transaction in Common Stock since the filing of Amendment No. 3.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended to add the following:

On April 19, 2022, each of Primexx Energy Partners, Ltd. and BPP Energy Partners LLC granted the Senior Vice President, General Counsel and Corporate Secretary of the Issuer an irrevocable proxy to vote 902,026 shares and 314,373 shares, respectively, directly held by such entities as of the record date for the Annual Meeting, in such person’s sole and absolute discretion at the Annual Meeting. References to and descriptions of the irrevocable proxies listed in this Item 6 are not intended to be complete and are qualified in their entirety by reference to the full text of each respective irrevocable proxy, which are filed herewith as Exhibit I and Exhibit J and are incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended to add the following:

- Exhibit I Irrevocable Proxy, dated April 19, 2022, made by Primexx Energy Partners, Ltd.
- Exhibit J Irrevocable Proxy, dated April 19, 2022, made by BPP Energy Partners LLC.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 20, 2022

PRIMEXX ENERGY PARTNERS, LTD.

By: Primexx Energy Corporation, its managing general partner

By: /s/ Michael Christopher Doyle
Name: Michael Christopher Doyle
Title: President and Chief Executive Officer

PRIMEXX ENERGY CORPORATION

By: /s/ Michael Christopher Doyle
Name: Michael Christopher Doyle
Title: President and Chief Executive Officer

BPP ENERGY PARTNERS LLC

By: /s/ Michael Christopher Doyle
Name: Michael Christopher Doyle
Title: President and Chief Executive Officer

BPP HOLDCO LLC

By: /s/ Erik Belz
Name: Erik Belz
Title: Vice President and Secretary

BX PRIMEXX TOPCO LLC

By: /s/ Erik Belz
Name: Erik Belz
Title: Vice President and Secretary

BCP VII/BEP II HOLDINGS MANAGER L.L.C.

By: /s/ Omar Rehman
Name: Omar Rehman
Title: Chief Compliance Officer and Secretary

BLACKSTONE ENERGY MANAGEMENT ASSOCIATES II L.L.C.

By: Blackstone EMA II L.L.C., its sole member

By: /s/ Tabea Hsi
Name: Tabea Hsi
Title: Authorized Signatory

BLACKSTONE EMA II L.L.C.

By: /s/ Tabea Hsi
Name: Tabea Hsi
Title: Authorized Signatory

BLACKSTONE MANAGEMENT ASSOCIATES VII L.L.C.

By: BMA VII L.L.C., its sole member

By: /s/ Tabea Hsi
Name: Tabea Hsi
Title: Authorized Signatory

BMA VII L.L.C.

By: /s/ Tabea Hsi
Name: Tabea Hsi
Title: Authorized Signatory

BLACKSTONE HOLDINGS III L.P.

By: Blackstone Holdings III GP L.P., its
general partner

By: Blackstone Holdings III GP Management L.L.C., its
general partner

By: /s/ Tabea Hsi
Name: Tabea Hsi
Title: Senior Managing Director

BLACKSTONE HOLDINGS III GP L.P.

By: Blackstone Holdings III GP Management L.L.C., its
general partner

By: /s/ Tabea Hsi
Name: Tabea Hsi
Title: Senior Managing Director

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C.

By: /s/ Tabea Hsi
Name: Tabea Hsi
Title: Senior Managing Director

BLACKSTONE INC.

By: /s/ Tabea Hsi
Name: Tabea Hsi
Title: Senior Managing Director

BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ Tabea Hsi

Name: Tabea Hsi

Title: Senior Managing Director

STEPHEN A. SCHWARZMAN

/s/ Stephen A. Schwarzman

IRREVOCABLE PROXY

The undersigned stockholder (as of March 30, 2022, the record date for the Annual Meeting) of Callon Petroleum Company (the "**Company**"), a Delaware corporation, in accordance with Section 212(b) of the General Corporation Law of the State of Delaware, hereby irrevocably (to the fullest extent permitted by applicable law) authorizes Michol L. Ecklund, the Senior Vice President, General Counsel and Corporate Secretary of the Company, as its sole and exclusive attorney-in-fact and proxy (the "**Proxy**"), with full power of substitution and resubstitution, on behalf of and in the name of the undersigned stockholder, to vote and exercise all voting and related rights (to the full extent that the undersigned stockholder is entitled to do so), at the annual meeting of stockholders of the Company scheduled to be held on May 25, 2022 (together with any adjournment or postponement thereof, the "**Annual Meeting**"), with respect to 902,026 shares of the Company's capital stock that the undersigned owns of record as of March 30, 2022, the record date for the Annual Meeting (as may be adjusted from time to time for stock splits or combinations, stock dividends, reclassification or the like from the date hereof), in the Proxy's sole and absolute discretion. The undersigned hereby ratifies and confirms all that said Proxy, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Upon the undersigned stockholder's execution of this Proxy, any and all prior proxies given by the undersigned stockholder with respect to the 902,026 shares of the Company's capital stock that the undersigned owns of record as of the record date are hereby revoked and terminated, and the undersigned stockholder agrees not to grant any subsequent proxies with respect to the 902,026 shares of the Company's capital stock that the undersigned owns of record as of the record date.

This proxy is irrevocable (to the fullest extent permitted by law), is coupled with an interest sufficient in law to support an irrevocable power, and shall terminate, and be of no further force and effect, automatically upon the final adjournment of the Annual Meeting. This proxy shall be construed in accordance with, and governed in all respects by, the internal laws of the State of Delaware, without reference to principles of conflict of laws or choice of laws. Any term or provision of this Proxy that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction. If the final judgment of a court of competent jurisdiction declares that any term or provision hereof is invalid or unenforceable, the undersigned stockholder agrees that the court making such determination shall have the power to limit the term or provision, to delete specific words or phrases, or to replace any invalid or unenforceable term or provision with a term or provision that is valid and enforceable and that comes closest to expressing the intention of the invalid or unenforceable term or provision, and this Proxy shall be enforceable as so modified. In the event such court does not exercise the power granted to it in the prior sentence, the undersigned stockholder agrees to replace such invalid or unenforceable term or provision with a valid and enforceable term or provision that will achieve, to the extent possible, the economic, business and other purposes of such invalid or unenforceable term. Any obligation of the undersigned stockholder hereunder shall be binding upon the successors and assigns of the stockholder.

IN WITNESS WHEREOF, the undersigned stockholder has signed this proxy on the date appearing next to the undersigned's name.

Dated: April 19, 2022

PRIMEXX ENERGY PARTNERS, LTD.

By: Primexx Energy Corporation, its managing general partner

By: /s/ Michael Christopher Doyle

Name: Michael Christopher Doyle

Title: President and Chief Executive Officer

[Signature page to Irrevocable Proxy]

IRREVOCABLE PROXY

The undersigned stockholder (as of March 30, 2022, the record date for the Annual Meeting) of Callon Petroleum Company (the "**Company**"), a Delaware corporation, in accordance with Section 212(b) of the General Corporation Law of the State of Delaware, hereby irrevocably (to the fullest extent permitted by applicable law) authorizes Michol L. Ecklund, the Senior Vice President, General Counsel and Corporate Secretary of the Company, as its sole and exclusive attorney-in-fact and proxy (the "**Proxy**"), with full power of substitution and resubstitution, on behalf of and in the name of the undersigned stockholder, to vote and exercise all voting and related rights (to the full extent that the undersigned stockholder is entitled to do so), at the annual meeting of stockholders of the Company scheduled to be held on May 25, 2022 (together with any adjournment or postponement thereof, the "**Annual Meeting**"), with respect to 314,373 shares of the Company's capital stock that the undersigned owns of record as of March 30, 2022, the record date for the Annual Meeting (as may be adjusted from time to time for stock splits or combinations, stock dividends, reclassification or the like from the date hereof), in the Proxy's sole and absolute discretion. The undersigned hereby ratifies and confirms all that said Proxy, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Upon the undersigned stockholder's execution of this Proxy, any and all prior proxies given by the undersigned stockholder with respect to the 314,373 shares of the Company's capital stock that the undersigned owns of record as of the record date are hereby revoked and terminated, and the undersigned stockholder agrees not to grant any subsequent proxies with respect to the 314,373 shares of the Company's capital stock that the undersigned owns of record as of the record date.

This proxy is irrevocable (to the fullest extent permitted by law), is coupled with an interest sufficient in law to support an irrevocable power, and shall terminate, and be of no further force and effect, automatically upon the final adjournment of the Annual Meeting. This proxy shall be construed in accordance with, and governed in all respects by, the internal laws of the State of Delaware, without reference to principles of conflict of laws or choice of laws. Any term or provision of this Proxy that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction. If the final judgment of a court of competent jurisdiction declares that any term or provision hereof is invalid or unenforceable, the undersigned stockholder agrees that the court making such determination shall have the power to limit the term or provision, to delete specific words or phrases, or to replace any invalid or unenforceable term or provision with a term or provision that is valid and enforceable and that comes closest to expressing the intention of the invalid or unenforceable term or provision, and this Proxy shall be enforceable as so modified. In the event such court does not exercise the power granted to it in the prior sentence, the undersigned stockholder agrees to replace such invalid or unenforceable term or provision with a valid and enforceable term or provision that will achieve, to the extent possible, the economic, business and other purposes of such invalid or unenforceable term. Any obligation of the undersigned stockholder hereunder shall be binding upon the successors and assigns of the stockholder.

IN WITNESS WHEREOF, the undersigned stockholder has signed this proxy on the date appearing next to the undersigned's name.

Dated: April 19, 2022

BPP ENERGY PARTNERS LLC

By: /s/ Michael Christopher Doyle
Name: Michael Christopher Doyle
Title: President and Chief Executive Officer

[Signature page to Irrevocable Proxy]