

CONTANGO OIL &amp; GAS CO

Form 4

October 10, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KEEL ALLAN D**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**CONTANGO OIL & GAS CO**  
**[MCF]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

**C/O CONTANGO OIL & GAS  
COMPANY, 717 TEXAS AVENUE,  
SUITE 2900**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/01/2013**

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**President & CEO**

**HOUSTON, TX 77002**

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 10/01/2013                              |                                                             | A                                    |                                                                            | 75,740                                                                                                             | A                                                                    | 11 75,740                                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 60.33                                                              | 10/01/2013                              |                                                             | A                                       |                                                                                                              | 41,439                                                         |     | <u>(2)</u>                                                          | 02/17/2021         | Common<br>Stock | 41,439                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 60.33                                                              | 10/01/2013                              |                                                             | A                                       |                                                                                                              | 14,504                                                         |     | <u>(2)</u>                                                          | 06/16/2021         | Common<br>Stock | 14,504                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships |           |                 |       |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                                     | Director      | 10% Owner | Officer         | Other |
| KEEL ALLAN D<br>C/O CONTANGO OIL & GAS COMPANY<br>717 TEXAS AVENUE, SUITE 2900<br>HOUSTON, TX 77002 | X             |           | President & CEO |       |

## Signatures

/s/ John A.  
Thomas 10/10/2013

\_\_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) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 29, 2013, among Contango Oil & Gas Company ("Contango"), Contango Acquisition, Inc. ("Merger Sub") and Crimson Exploration Inc. ("Crimson"), Merger Sub merged with and into Crimson (the "Merger"), with Crimson surviving the Merger and continuing as a wholly-owned subsidiary of Contango. Upon the October 1, 2013 closing of the Merger, each share of Crimson common stock was cancelled and converted into the right to receive .08288 shares of Contango common stock.
- (2) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 29, 2013, among Contango Oil & Gas Company ("Contango"), Contango Acquisition, Inc. ("Merger Sub") and Crimson Exploration Inc. ("Crimson"), Merger Sub merged with and into Crimson (the "Merger"), with Crimson surviving the Merger and continuing as a wholly-owned subsidiary of Contango. Upon the October 1, 2013 closing of the Merger, each option was cancelled and converted into a fully vested option to purchase

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.08288 shares of Contango common stock at a price equal to the prior exercise price divided by .08288.

### Remarks:

This Form 4 has been signed by John A. Thomas, Secretary of Contango Oil & Gas Company, on behalf of Mr. Keel, pursuant to

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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