Vincent L Keith Form 4 September 23, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

January 31,

0.5

Expires:

2005

response...

Estimated average burden hours per

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Vincent L Keith

2. Issuer Name and Ticker or Trading Symbol

ENERGY PARTNERS LTD [EPL]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(C:tr.)

(Middle)

(7:m)

3. Date of Earliest Transaction

(Month/Day/Year)

06/30/2009

(Check all applicable)

Director 10% Owner _X__ Officer (give title Other (specify below)

SVP - Acquistions & Land

C/O ENERGY PARTNERS, LTD., 201 ST. CHARLES AVENUE

(Street)

(State)

(First)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW ORLEANS, LA 70170

(City)	(State) (A	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 ction(A) or Disposed of (D) 3) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/21/2009		D	55,254	D	(1)	0	D	
Common Stock	09/21/2009		A	3,407	A	(1)	3,407	D	
Common Stock	09/21/2009		D	5,788	D	<u>(1)</u>	0	I	401(k) Plan
Common Stock	09/21/2009		A	357	A	(1)	357	I	401(k) Plan

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

Edgar Filing: Vincent L Keith - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of orderivative 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 Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (2)	<u>(3)</u>	06/30/2009		Н	21,766	<u>(4)</u>	<u>(4)</u>	Common Stock	21,766	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Vincent L Keith C/O ENERGY PARTNERS, LTD. 201 ST. CHARLES AVENUE NEW ORLEANS, LA 70170

SVP - Acquistions & Land

Signatures

John H. Peper, Attorney in Fact

09/23/2009

**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) Existing shares of common stock were exchanged for new shares of common stock pursuant to the Second Amended Joint Plan of Reorganization, as Modified as of September 16, 2009, of Energy Partners, Ltd.
- (2) Cash-Settled Restricted Share Units, with payment based on the Fair Market Value of a share of Company Common Stock on the applicable vesting date.
- **(3)** 1 for 1
- (4) The Cash-Settled Restricted Share Units become vested in thirds over a period of three years from the date of the award.
- (5) Not applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: Vincent L Keith - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond a currently valid OMB number.	and unless the form displays