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CONTANGO OIL & GAS CO  
Form 8-K  
February 13, 2006

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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) February 13, 2006

CONTANGO OIL & GAS COMPANY  
(Exact Name of Registrant as Specified in Its Charter)

|   |  |  |
|---|--|--|
| DELAWARE<br>(State or other jurisdiction<br>of incorporation) | 001-16317<br>(Commission<br>File Number) | 95-4079863<br>(IRS Employer<br>Identification No.) |
|---|--|--|

3700 BUFFALO SPEEDWAY, SUITE 960  
HOUSTON, TEXAS 77098  
(Address of principal executive offices)

(713) 960-1901  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On February 13, 2006, the Company announced financial results for the quarter ended December 31, 2005.

Contango Oil & Gas Company (AMEX:MCF) reported a net loss attributable to

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common stock for the three months ended December 31, 2005 of \$0.4 million, or \$0.03 per basic and diluted share, compared to net income attributable to common stock for the three months ended December 31, 2004 of \$13.2 million, or \$1.01 per basic and diluted share, which included a gain from discontinued operations of \$14.1 million, net of income taxes, from the sale of our south Texas natural gas and oil interests that was completed in December 2004.

The net loss attributable to Contango common stock for the six months ended December 31, 2005 was \$0.3 million, or \$0.02 per basic and diluted share, compared to net income attributable to common stock for the six months ended December 31, 2004 of \$14.5 million, or \$1.12 per basic and diluted share, which included a gain from discontinued operations of \$16.5 million, net of income taxes, from the sale of our south Texas natural gas and oil interests that was completed in December 2004.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

| Exhibit No. | Description of Document                |
|-------------|--|
| 99.1        | Press release dated February 13, 2006. |

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.

CONTANGO OIL & GAS COMPANY

Date: February 13, 2006

By: /s/ KENNETH R. PEAK

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Kenneth R. Peak  
Chairman and Chief Executive Officer