

CONTANGO OIL & GAS CO

Form 3

October 10, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â KEEL ALLAN D

(Last) (First) (Middle)

C/O CONTANGO OIL & GAS
COMPANY,Â 717 TEXAS
AVE., SUITE 2900

(Street)

HOUSTON,Â TXÂ 77002

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/01/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

President & CEO

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

COMMON STOCK

75,740

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	02/17/2021	Common Stock	41,439	\$ 60.33	D	Â
Employee Stock Option (right to buy)	Â (1)	06/16/2021	Common Stock	14,504	\$ 60.33	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEEL ALLAN D C/O CONTANGO OIL & GAS COMPANY 717 TEXAS AVE., SUITE 2900 HOUSTON, TX 77002	Â X	Â	Â President & CEO	Â

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 5(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 option was cancelled and converted into a fully vested option to purchase .08288 shares of Contango common stock at a price equal to the prior exercise price divided by .08288.

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Remarks:

This Form 4 has been signed by John A. Thomas, Secretary of Contango Oil & Gas Company, a

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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