CARRIZO OIL & GAS INC

Form 4 March 21, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FISHER JOHN BRADLEY Issuer Symbol CARRIZO OIL & GAS INC (Check all applicable) [CRZO] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) 500 DALLAS STREET, SUITE 03/17/2016 VP & Chief Operating Officer 2300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77002

(City)	(State)	(Zip) 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)	Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/17/2016		Code V M	Amount 11,607	(D)	Price \$ 0	97,880	D			
Common Stock	03/17/2016		M	10,992	A	\$ 0	108,872	D			
Common Stock	03/18/2016		S(1)(2)	8,766	D	\$ 30.4651 (3)	100,106	D			
Common Stock	03/18/2016		S(1)(2)	500	D	\$ 31.018 (4)	99,606	D			

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

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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. Transacti Code (Instr. 8)	orDer Sec Acq or I (D)	urities quired (A) Disposed of str. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (5)	\$ 0	03/17/2016		M		11,607	<u>(6)</u>	<u>(6)</u>	Common Stock	11,607
Restricted Stock Units (5)	\$ 0	03/17/2016		M		10,992	<u>(7)</u>	<u>(7)</u>	Common Stock	10,992

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FISHER JOHN BRADLEY 500 DALLAS STREET SUITE 2300 HOUSTON, TX 77002

VP & Chief Operating Officer

Signatures

/s/ David L. Pitts,

attorney-in-fact 03/21/2016

**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) These transactions were effected in accordance with Rule 10b5-1.
- (2) The sales reported in this Form 4 were effected to satisfy the reporting person's federal income tax obligations with respect to the vesting of equity awards.

Reporting Owners 2

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- (3) The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4. These shares were sold in multiple transactions at prices ranging from \$29.99 to \$30.98, inclusive.
- The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4. These shares were sold in multiple transactions at prices ranging from \$30.99 to \$31.06, inclusive.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (6) These restricted stock units vested, or will vest, in three equal installments on March 17, 2015, March 17, 2016 and March 17, 2017.
- (7) These restricted stock units vested, or will vest, in three equal installments on March 17, 2016, March 17, 2017 and March 17, 2018. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.