CARRIZO OIL & GAS INC

Form 4 June 09, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Number:

Washington, D.C. 20549

3235-0287 January 31, Expires:

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

OMB APPROVAL

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Smith Richard H

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CARRIZO OIL & GAS INC

[CRZO]

10% Owner Director

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year) 06/07/2016

X_ Officer (give title Other (specify below) Vice President - Land

500 DALLAS STREET, SUITE 2300

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Middle)

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

HOUSTON, TX 77002

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit coor Dispos (Instr. 3, 4	ed of (` ′	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	06/07/2016		M	10,989	A (1)	\$ 28.68	68,327	D	
Common Stock	06/07/2016		D	10,989	D (1)	\$ 39.9225	57,338	D	

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. Transact Code (Instr. 8)	Secondary Second	ecurities equired (A) Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	/ (A	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Appreciation Rights (2)	\$ 28.68	06/07/2016		M		10,989	<u>(3)</u>	06/18/2017	Common Stock	10,98

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Richard H 500 DALLAS STREET SUITE 2300 HOUSTON, TX 77002

Vice President - Land

Signatures

/s/ David L. Pitts, attorney-in-fact

06/09/2016

**Signature of Reporting Person

Dat

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).
 - Pursuant to the requirements of Form 4, the exercise of cash settled stock appreciation rights are presented as an acquisition and
- (1) disposition of common stock. Contrary to this presentation, because the stock appreciation rights were settled in cash, no shares of common stock were issued to or sold by the reporting person.
- (2) These stock appreciation rights are settled solely in cash.
- (3) These stock appreciation rights vested in three equal installments on May 29, 2014, May 29, 2015 and May 29, 2016.

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.

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