CONTANGO OIL & GAS CO

Form 4 March 17, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form filed by More than One Reporting

Person

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

See Instruction 50(II) of the Investment 1(b).

-(-)

(Print or Type Responses)

1. Name and Address of Reporting Person * Atkins Thomas H			2. Issuer Name and Ticker or Trading Symbol CONTANGO OIL & GAS CO [MCF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 717 TEXAS AVE., STE 2900 (Street)		` ′	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2015	Director 10% OwnerX_ Officer (give title Other (specify below) SVP - Exploration		
			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		

HOUSTON, TX 77002

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Securi	ities Acqu	iired, Disposed of	f, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(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)
C			Code V	Amount	(D)	Price	(Ilisti. 5 and 4)		
Common Stock	03/13/2015		A <u>(1)</u>	16,391	A	\$ 0	55,970	D	
Common Stock	03/13/2015		S	2,500	D	\$ 22.36	53,470	D	

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

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SEC 1474

(9-02)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Atkins Thomas H 717 TEXAS AVE.

SVP - Exploration STE 2900

HOUSTON, TX 77002

Signatures

/s/ John A. 03/17/2015 Thomas

**Signature of Date Reporting Person

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).

The reporting person was awarded 16,391 shares of restricted stock of the Issuer pursuant to the Issuer's Amended and Restated 2009 Incentive Compensation Plan. Of these shares of restricted stock, 25% will vest on each of March 13, 2016, 2017, 2018 and 2019 **(1)** should the reporting person remain an employee of the Issuer on the pertinent vesting date absent earlier vesting pursuant to the terms of the restricted stock award agreement.

Remarks:

This Form 4 has been signed by John A. Thomas, Secretary of Contango Oil & Gas Company, on behalf of Mr. Atkins, pursua 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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