Grady E Josej Form 5 February 13, 2	•								
FORM								OMB AF	PROVAL
Check this I no longer su	UNITED	STATES SECU Wa	RITIES AN Ashington, D			GE CO	OMMISSION	OMB Number: Expires:	3235-0362 January 31, 2005
to Section 1 Form 4 or F 5 obligation may continu	Form ANN is ie.	NUAL STATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES					FICIAL	verage rs per 1.0	
See Instruct 1(b). Form 3 Hol Reported Form 4 Transaction Reported	Filed pur dings Section 17(suant to Section a) of the Public U 30(h) of the I	Jtility Holdin	ng Comp	any /	Act of	1935 or Section	I	
Grady E Joseph Symbol			I I I I I I I I I I I I I I I I I I I			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	(Month/	3. Statement for Issuer's Fiscal Year Er (Month/Day/Year) 12/31/2008				Director X Officer (give below)		Owner r (specify
_	ON EXPLORAT TEXAS AVENU	ΓΙΟΝ	2008				Sr VP &	Chief Fin Offi	cer
			onth/Day/Year)				oint/Group Reporting		
HOUSTON,	TX 77002						_X_ Form Filed by C Form Filed by M Person		
(City)	(State)	(Zip) Tal	ole I - Non-Dei	rivative Se	curiti	es Acqu	ired, Disposed of,	or Beneficial	y Owned
Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi (A) or D (Instr. 3,	ispose 4 and (A) or (D)	d of (D) 5) Price	Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2008	Â	F4	4,125	D (1)	\$ 12.15	, 143,209	D	Â
Reminder: Repo	rt on a separate line	for each class of	Persons w	ho respo	nd to	the co	llection of inform	nation	SEC 2270

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. O B O E I S E I S T I (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Grady E Joseph C/O CRIMSON EXPLORATION INC. 717 TEXAS AVENUE, SUITE 2900 HOUSTON, TX 77002	Â	Â	Sr VP & Chief Fin Officer	Â		

Signatures

Stephen W.	02/13/2009			
Schoppe	02/13/2009			
<u>**</u> 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) Withholding of stock to satisfy tax withholding obligations.

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Remarks:

This form has been signed by Stephen W. Schoppe, Acting Secretary for Crimson Exploration Inc.,Â pursuant to an instrument of power of attorney dated February 23, 2006. Â The authority grantedÂ is to remain in full force and effect until rescinded in writing by Mr. Grady.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.