Backsen Lee B Form 4 March 26, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per 0.5 response...

Form 4 or 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 *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Backsen Lee B

Symbol

(Check all applicable)

CRIMSON EXPLORATION INC. [CXPO.OB]

(Month/Day/Year)

03/25/2009

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O CRIMSON EXPLORATION INC., 717 TEXAS AVE., SUITE

(First)

(Street)

2900

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Price Amount (D)

Common Stock (1) (2)

03/25/2009

\$0 Α 11,204 16,587

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Backsen Lee B - Form 4

| | 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|--|-------------|-------------|---------------------|--------------------|-------------------|--------------------------|------------------|------------------|------------|----------------|-------------|-------|
| | Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate Amou | | int 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 Securities | | Securities | (Instr. 5) | Bene | | |
| | | Derivative | | | | | | (Instr. 3 and 4) | | Own | | |
| | | Security | | | | Acquired | red | | | | Follo | |
| | | | | | | (A) or | | | | | | Repo |
| | | | | | | Disposed | | | | | | Trans |
| | | | | | | of (D) | | | | | (Instr | |
| | | | | | | (Instr. 3, | | | | | | |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | A 4 | | |
| | | | | | | | | | | Amount | | |
| | | | | | Code V | | Exercisable Date | Expiration Date | Title | or Namelana | | |
| | | | | | | | | | | Number | | |
| | | | | | | (A) (D) | | | of | | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Backsen Lee B C/O CRIMSON EXPLORATION INC. 717 TEXAS AVE., SUITE 2900 HOUSTON, TX 77002

X

Signatures

Stephen W. 03/26/2009 Schoppe

**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).
- (1) The reported shares will become vested on the first anniversary of the date of grant.

The reported shares are restricted shares that vest on March 25, 2010 and were issued pursuant to the Company's revised Director

Compensation plan approved on November 21, 2008, and is designed to make the compensation paid the Company's directors more competitive with compensation paid to the directors of the Company's peer group companies.

Remarks:

This Form has been signed by Stephen W. Schoppe, Acting Secretary of Crimson Exploration Inc., on behalf of Mr. Backsen, pursuant to an instrument of power of attorney, dated September 5, 2006. The authority granted pursuant to such instrument is to remain in full force and effect until rescinded in writing by Mr. Backsen.

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.

Reporting Owners 2