

CNOOC LTD  
Form 6-K  
December 28, 2011

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

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

For the month of December 2011

Commission File Number 1-14966

CNOOC Limited  
(Translation of registrant's name into English)

65th Floor  
Bank of China Tower  
One Garden Road  
Central, Hong Kong  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CNOOC Limited

By: /s/ Jiang Yongzhi  
Name: Jiang Yongzhi  
Title: Joint Company Secretary

Dated: December 28, 2011

EXHIBIT INDEX

Exhibit No.	Description
99.1	Next Day Disclosure Return filed with The Stock Exchange of Hong Kong Limited on December 28, 2011 regarding changes in issued share capital and repurchase of shares on The Stock Exchange of Hong Kong Limited.

---

Exhibit 99.1

For Main Board listed issuers

Next Day Disclosure Return  
(Equity issuer - changes in issued share capital and/or share buybacks)

Name of listed issuer: CNOOC LIMITED

Stock code: 883

Date submitted: December 28, 2011

Section I must be completed by a listed issuer where there has been a change in its issued share capital which is discloseable pursuant to rule 13.25A of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Exchange").

Section II must also be completed by a listed issuer where it has made a repurchase of shares which is discloseable under rule 10.06(4)(a).

Description of securities: Ordinary shares of HK\$0.02 each

I.

Issues of shares (Notes 6 and 7)	No. of shares	Issued shares as a % of existing issued share capital before relevant share issue (Notes 4, 6 and 7)	Issue price per share (Notes 1 and 7)	Closing market price per share of the immediately preceding business day (Note 5)	% discount/ premium of issue price to market price (Note 7)
Opening balance as at (Note 2) December 22, 2011 (Note 3)	44,668,080,984				
Share repurchased on December 22, 2011 but not yet cancelled	5,000,000				
Repurchased share cancelled on December 28, 2011	8,900,000				

Share repurchased  
on  
December 28,  
2011

1,055,000

0.0024%

Closing balance as  
at  
(Note 8)  
December 28,  
2011

44,659,180,984





For Main Board listed issuers

## II.

## A. Purchase report

Trading date	Number of securities purchased	Method of purchase (Note)	Price per share or highest price paid \$	Lowest price paid \$	Total paid \$
Dec. 28, 2011	1,055,000	On the Exchange	HK\$13.70	HK\$13.62	HK\$14,415,309
Total	1,055,000				HK\$14,415,309

## B. Additional information for issuer whose primary listing is on the Exchange

- Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (a) 16,074,000
- % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution 0.0360%

( ( a ) x 100 )  
issued share capital (44,669,199,984)

We hereby confirm that the repurchases set out in A above which were made on the Exchange were made in accordance with the Listing Rules and that there have been no material changes to the particulars contained in the Explanatory Statement dated April 7, 2011 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Note to Please state whether on the Exchange, on another stock exchange (stating the name of the exchange), Section II: by private arrangement or by general offer.

Submitted by: Zhong Hua  
(Name)

Title: Authorised Officer  
(Director, Secretary or other duly authorised officer)

---