

REMINGTON OIL & GAS CORP
Form 4
July 05, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMPLOT J R

2. Issuer Name and Ticker or Trading Symbol
REMINGTON OIL & GAS CORP
[REM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2006

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

999 MAIN ST
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

BOISE, ID 83702

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code V | Amount (A) or (D) Price | | | |
| Common Stock | 06/29/2006 | | H ⁽¹⁾⁽¹¹⁾ | 550,000 (2) | A (2) 0 (4) | D (5) | |
| Common Stock | 06/29/2006 | | H ⁽¹⁾⁽¹²⁾ | 400,000 (2) | A (2) 0 (4) | D (5) | |
| Common Stock | 06/29/2006 | | H ⁽¹⁾⁽¹³⁾ | 420,000 (2) | A (2) 0 (4) | D (5) | |
| Common Stock | 06/29/2006 | | J ⁽¹⁾⁽¹⁴⁾ | 2,870,588 (6) | D (6) 0 (3) (7) | D (5) | |
| Common Stock | 06/29/2006 | | J ⁽¹⁾ | 1,657,007 (6) | D (6) 0 (4) | D (5) | |

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

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(9-02)

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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Prepaid and Postpaid Forward Sale Contracts | (8) | 06/29/2006 | | H ⁽⁹⁾ | 550,000 (10) | (8) (8) | Common | 550,000 |
| Prepaid and Postpaid Forward Sale Contracts | (8) | 06/29/2006 | | H ⁽⁹⁾ | 400,000 (10) | (8) (8) | Common | 400,000 |
| Prepaid and Postpaid Forward Sale Contracts | (8) | 06/29/2006 | | H ⁽⁹⁾ | 420,000 (10) | (8) (8) | Common | 420,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SIMPLOT J R 999 MAIN ST BOISE, ID 83702 | | X | | |

Signatures

| | |
|---|------------|
| J.R. Simplot, by Ronald N. Graves, As Attorney-in-Fact | 07/05/2006 |
| **Signature of Reporting Person | Date |
| J.R. Simplot Self Declaration of Revocable Trust by J.R. Simplot, Trustee, by Ronald N. Graves, as Attorney-in-Fact | 07/05/2006 |
| **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) See Explanation of Responses at Footnotes 11, 12, 13 and 14
- (2) Cancellation of Forward Sale Contracts; See Explanation of Responses
- (3) See Explanation of Responses; D: Zero
- (4) Indirect Ownership -- see Explanation of Responses.
- (5) Zero shares held; not applicable
- (6) \$27.00 plus.436 shares of Helix common stock
- (7) Direct ownership -- See Explanation of Responses
- (8) Not applicable
- (9) Complete or partial cancellation and payment of forward sale contracts resulting in liquidation of put equivalent positions in Remington Common Stock. See Explanation of Responses.
- (10) Forward sale contract
- Explanation of Responses: 2,870,588 shares of Common Stock were directly owned by the J.R. Simplot Self Declaration of Revocable Trust (the "Trust"), of which Mr. J.R. Simplot is the beneficiary; and 1,657,007 shares of Common Stock were directly owned by JRS Properties III LP ("JRS Properties III"). Of the 1,657,007 shares directly owned by JRS Properties III, 550,000 shares of Common Stock were subject to a variable share prepaid forward sale contract with Bank of America Securities ("BofA"), reported on Form 4 filed February 24, 2003 as amended April 8, 2003; 400,000 shares of Common Stock were subject to a variable share prepaid forward sale contract with BofA, reported on Form 4 filed May 16, 2003; and 420,000 shares of Common Stock were subject to a variable share postpaid forward sale contract with Merrill Lynch Pierce Fenner & Smith ("Merrill"), reported on Form 4 filed October 25, 2004. (Continued -F/N 12)
- (11) Explanation of Responses (continued): The rights and obligations of JRS Properties III in the event of a subsequent merger were fixed at the time of these transactions. Effective July 1, 2006, REM merged (the "Merger") into a subsidiary of Helix Energy Solutions Group, Inc., formerly known as Caldive International, Inc. ("Helix"). As a result of the Merger, each share of Common Stock was converted into (i) .436 shares of Helix common stock and (ii) \$27.00 cash. (Continued -F/N 13)
- (12) Explanation of Responses (continued): With respect to the Common Stock subject to the BofA forward sale contracts, the Merger resulted in "cancellation and payment," i.e. cancellation of the forward sale of the Common Stock as of the Merger Date and payment by JRS Properties III to BofA of an amount representing the fair value to BofA of an option with terms that would preserve the economic equivalent of any payment or delivery by the parties in respect of the forward sale contracts that would have been required after the Merger Date but for the occurrence of the Merger. With respect to the cash consideration received in the Merger for Common Stock subject to the Merrill forward sale contract, the Merger resulted in "cancellation and payment" of the forward sale contract as to the cash portion of the Merger consideration; and the forward sale contract was amended and continued with respect to the Helix stock acquired in the Merger. (continued--F/N 14)
- (13) Explanation of Responses (continued): As a result of the Merger, JRS Properties III and the Trust ceased to be 10% beneficial owners of REM. Neither JRS Properties III nor the Trust, individually or combined, beneficially owns 10% or more of the Helix common stock following the Merger.
- (14)

Remarks:

See Footnotes 11, 12, 13 and 14 for Explanation of Responses.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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