

CONTANGO OIL & GAS CO
 Form 4
 February 15, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 PEAK KENNETH R

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)
 3700 BUFFALO
 SPEEDWAY, SUITE 960
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

HOUSTON, TX 77098

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/13/2006 | | M | 60,000 | A | \$ 2.44 | 1,804,149 ⁽⁴⁾ D |
| Common Stock | 02/13/2006 | | M | 80,000 | A | \$ 3.3 | 1,884,149 D |
| Common Stock | 02/13/2006 | | M | 100,000 | A | \$ 4.73 | 1,984,149 D |

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

SEC 1474
 (9-02)

displays a currently valid OMB control number.

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Stock option (right to buy) | \$ 2.44 | 02/13/2006 | | M | 60,000 | 07/23/2001 | 07/23/2011 | Common Stock | 60,000 |
| Stock option (right to buy) | \$ 3.3 | 02/13/2006 | | M | 80,000 | 07/12/2002 | 07/12/2007 | Common Stock | 80,000 |
| Stock option (right to buy) | \$ 4.37 | 02/13/2006 | | M | 100,000 | 10/08/2003 | 10/08/2008 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEAK KENNETH R 3700 BUFFALO SPEEDWAY SUITE 960 HOUSTON, TX 77098 | X | X | Chairman & CEO | |

Signatures

Kenneth R. Peak 02/15/2006

**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) Reporting person engaged in an exercise of stock options granted under the Issuer's Incentive Plan exempt under 16b-3. The option(s) vested in five equal annual installments beginning 07/23/01. Value of common stock at the date of exercise was \$11.50 per share.

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- (2) Reporting person engaged in an exercise of stock options granted under the Issuer's Incentive Plan exempt under 16b-3. The option(s) vested in five equal annual installments beginning 07/12/02. Value of common stock at the date of exercise was \$11.50 per share.
- (3) Reporting person engaged in an exercise of stock options granted under the Issuer's Incentive Plan exempt under 16b-3. The option(s) vested in three equal annual installments beginning 10/08/03. Value of common stock at the date of exercise was \$11.50 per share.

- Amount of securities beneficially owned following reported transaction includes the transfer of 600,000 shares on December 30, 2005 pursuant to a transaction that is subject to Rule 16a-12. Reporting person disclaims beneficial ownership of the shares pursuant to Section 16, and this report shall not be deemed an admission of beneficial ownership, and although reporting person retains voting rights, same person has no pecuniary interest in the shares.
- (4)

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.