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CONTANGO OIL & GAS CO

Form 8-K

May 12, 2004

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) May 12, 2004

CONTANGO OIL & GAS COMPANY
(Exact Name of Registrant as Specified in Its Charter)

| | | |
|---|--|--|
| DELAWARE (State or other jurisdiction of incorporation) | 001-16317 (Commission File Number) | 95-4079863 (IRS Employer Identification No.) |
|---|--|--|

3700 BUFFALO SPEEDWAY, SUITE 960
HOUSTON, TEXAS 77098
(Address of principal executive offices)

(713) 960-1901
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

On May 12, 2004, the Company announced financial results for the three and nine months ended March 31, 2004.

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Contango Oil & Gas Company reported net income attributable to common stock for the three months ended March 31, 2004 of \$1.2 million, or \$0.11 per basic share and \$0.09 per diluted share, compared to a net loss attributable to common stock for the three months ended March 31, 2003 of \$1.9 million, or \$0.21 per basic and diluted share. Natural gas and oil sales for the three months ended March 31, 2004 were \$6.6 million. Natural gas and oil sales for the three months ended March 31, 2003 were \$10.0 million.

Net income attributable to common stock for the nine months ended March 31, 2004 was \$8.2 million, or \$0.83 per basic share and \$0.67 per diluted share, compared to a net loss attributable to common stock for the nine months ended March 31, 2003 of \$6.1 million, or \$0.68 per basic and diluted share. Natural gas and oil sales for the nine months ended March 31, 2004 were \$20.8 million. Natural gas and oil sales for the nine months ended March 31, 2003 were \$24.8 million.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

The following is a list of exhibits filed as part of this Form 8-K. Where so indicated by footnote, exhibits, which were previously filed, are incorporated by reference.

| Exhibit No. | Description of Document |
|-------------|-----------------------------------|
| 99.1 | Press release dated May 12, 2004. |

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On May 12, 2004, the Company announced its financial results for the three and nine months ended March 31, 2004. A copy of the news release is furnished as Exhibit 99.1, attached hereto. Except as otherwise set forth in Item 5 above, the information set forth in this Form 8-K, including the exhibit attached, should not be deemed as "filed" for purposes of Section 18 of the Securities Act of 1934 or otherwise subject to liabilities of that section.

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SIGNATURES

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 hereunto duly authorized.

CONTANGO OIL & GAS COMPANY

Date: May 12, 2004

By: /s/ KENNETH R. PEAK

Kenneth R. Peak
Chairman and Chief Executive Officer

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