COMPOFELICE JOSEPH S
Form 4
January 28, 2005

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
COMPOFELICE JOSEPH S

(Last) (First) (Middle)

3700 BUFFALO SPEEDWAY, SUITE 960

(Street)

HOUSTON, TX 77098

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CONTANGO OIL & GAS CO [MCF]

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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			

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

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	$ 3.81	01/26/2005		P	2,500		(1)	06/29/2006	Common Stock	2,500	$
Stock Option (right to buy)	$ 2.7	01/26/2005		P	2,500		(2)	09/30/2006	Common Stock	2,500	$
Stock Option (right to buy)	$ 2.89	01/26/2005		P	2,500		(3)	12/31/2006	Common Stock	2,500	$
Stock Option (right to buy)	$ 3.46	01/26/2005		P	2,500		(4)	03/31/2007	Common Stock	2,500	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COMPOFELICE JOSEPH S 3700 BUFFALO SPEEDWAY SUITE 960 HOUSTON, TX 77098	X			

Signatures

David L. Holcombe, Attorney-In-Fact for Joseph S. Compofelice	01/28/2005
**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) The option(s) vest in three equal annual installments beginning 06/29/01

(2) The option(s) vest in three equal annual installments beginning 09/30/01

(3) The option(s) vest in three equal annual installments beginning 12/31/01

(4) The option(s) vest in three equal annual installments beginning 03/31/02

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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