

CONTANGO OIL & GAS CO  
 Form 4  
 August 01, 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 \*  
**WILLIAMS DARRELL W**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/28/2006**

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

**3700 BUFFALO SPEEDWAY, SUITE 960**

(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

**HOUSTON, TX 77098**

(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	07/28/2006		G		10,454	D	\$ 0 147,224 D
Common Stock	07/28/2006		S		500	D	\$ 13.39 146,724 D
Common Stock	07/28/2006		S		1,500	D	\$ 13.38 145,224 D
Common Stock	07/28/2006		S		300	D	\$ 13.38 144,924 D

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

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SEC 1474  
(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
Stock Option (Right to buy)	\$ 3.08	07/28/2006		D	1,000	03/31/2003 03/31/2008	Common Stock	1,000
Stock Option (Right to buy)	\$ 4.09	07/28/2006		D	1,000	06/30/2003 06/30/2008	Common Stock	1,000
Stock Option (Right to buy)	\$ 4.15	07/28/2006		D	1,000	09/29/2003 09/29/2008	Common Stock	1,000
Stock Option (Right to buy)	\$ 6.99	07/28/2006		D	1,000	12/31/2003 12/31/2008	Common Stock	1,000
Stock Option (Right to buy)	\$ 7.75	07/28/2006		D	2,000	03/31/2004 03/31/2009	Common Stock	2,000
Stock Option (Right to buy)	\$ 6.65	07/28/2006		D	2,000	06/30/2004 06/30/2009	Common Stock	2,000
Stock Option (Right to buy)	\$ 6.68	07/28/2006		D	1,000	09/30/2004 09/30/2009	Common Stock	1,000

buy)

Stock

Option  
(Right to  
buy)

\$ 7.24

07/28/2006

D

1,000

12/31/2004

12/31/2009

Common  
Stock

1,000

\$

Stock

Option  
(Right to  
buy)

\$ 8.35

07/28/2006

D

2,000

03/31/2005

03/31/2010

Common  
Stock

2,000

\$

Stock

Option  
(Right to  
buy)

\$ 9.2

07/28/2006

D

2,000

06/30/2005

06/30/2010

Common  
Stock

2,000

\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS DARRELL W 3700 BUFFALO SPEEDWAY SUITE 960 HOUSTON, TX 77098	X			

## Signatures

Sergio Castro, Attorney-in-Fact for Darrell W.  
Williams

08/01/2006

\_\_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) The option was cancelled by mutual agreement of the reporting person and Contango Oil & Gas Company. The reporting person received a total of \$91,190 as consideration for all the cancellations
- (2) The vested portion of the option was cancelled by mutual agreement of the reporting person and Contango Oil & Gas Company. The reporting person received a total of \$91,190 as consideration for all the cancellations

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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