

HARRIS JEFFREY
Form 4
December 15, 2005

FORM 4

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

OMB APPROVAL

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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 *
HARRIS JEFFREY

2. Issuer Name and Ticker or Trading Symbol
SPINNAKER EXPLORATION CO
[SKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1200 SMITH STREET, SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2005

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

HOUSTON, TX 77002

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) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------|---|---------------|----------------------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/13/2005 | | U | | | | | \$ 6,800,585 (1) | D | 65.5 0 (2) | by Warburg Pincus Ventures, L.P. |

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

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SEC 1474 (9-02)

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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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (right to buy) | \$ 40.73 | 12/13/2005 | | D | 10,000 | <u>(3)</u> 05/10/2011 | Common Stock | 10,000 |
| Director Stock Option (right to buy) | \$ 40.73 | 12/13/2005 | | D | 600 | <u>(4)</u> 05/10/2011 | Common Stock | 600 |
| Director Stock Option (right to buy) | \$ 42.06 | 12/13/2005 | | D | 2,500 | <u>(5)</u> 05/07/2012 | Common Stock | 2,500 |
| Director Stock Option (right to buy) | \$ 22.89 | 12/13/2005 | | D | 10,000 | <u>(6)</u> 05/06/2008 | Common Stock | 10,000 |
| Director Stock Option (right to buy) | \$ 22.89 | 12/13/2005 | | D | 6,700 | <u>(7)</u> 05/06/2008 | Common Stock | 6,700 |
| Director Stock Option (right to buy) | \$ 35.6 | 12/13/2005 | | D | 4,700 | <u>(8)</u> 05/04/2009 | Common Stock | 4,700 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HARRIS JEFFREY
1200 SMITH STREET
SUITE 800
HOUSTON, TX 77002

X

Signatures

Jeffrey A. Harris 12/15/2005

**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).

The stockholder is Warburg Pincus Ventures, L.P. ("WPV"). Warburg Pincus Partners, LLC ("WPP"), a New York limited liability company and a subsidiary of Warburg Pincus & Co. ("WP"), is the sole general partner of WPV. WPV is managed by Warburg Pincus LLC ("WP LLC"). The address of WPV, WPP, WP and WP LLC (collectively, the "Warburg Pincus Entities") is 466 Lexington Avenue, New York, NY 10017. Mr. Harris is a partner of WP and a member and managing director of WP LLC. Mr. Harris may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Act of 1934, as amended) in an indeterminate portion of the shares beneficially owned by WPV.

- (1) The shares were disposed of pursuant to the merger agreement between the issuer and Norsk Hydro ASA in exchange for merger consideration of \$65.50 per share.
- (2) Options became 100% vested on May 10, 2005 and were canceled in the merger in exchange for a cash payment of \$247,750.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (3) Options were 100% vested on May 10, 2001 and were canceled in the merger in exchange for a cash payment of \$14,865.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (4) Options were 100% vested on May 7, 2002 and were canceled in the merger in exchange for a cash payment of \$58,600.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (5) Options vested 20% on May 6, 2003, the grant date, and vested in 20% increments on each anniversary of the grant date and were canceled in the merger in exchange for a cash payment of \$426,100.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (6) Options were 100% vested on May 6, 2003 and were canceled in the merger in exchange for cash payment of \$285,487.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (7) Options were 100% vested on May 5, 2004 and were canceled in the merger in exchange for cash payment of \$140,530.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (8)

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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