

CARRIZO OIL & GAS INC
 Form 4
 July 03, 2014

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 *
 JOHNSON S P IV

2. Issuer Name and Ticker or Trading Symbol
 CARRIZO OIL & GAS INC
 [CRZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 500 DALLAS STREET, SUITE 2300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2014

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

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	07/01/2014		S(1)	D (2) \$ 69.6412	5,700 648,642	D	
Common Stock	07/01/2014		S(1)	D (3) \$ 70.15	300 648,342	D	

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

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at each separate price within the ranges set forth in this Form 4. These shares were sold in multiple transactions at prices ranging from \$70.11 to \$70.18, inclusive.

- (4) Each restricted stock unit represents a contingent right to receive one share of common stock. These restricted stock units vest in three equal installments on March 17, 2015, March 17, 2016 and March 17, 2017.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock. These restricted stock units vest on March 17, 2017.

Each performance share unit represents a contingent right to receive one share of common stock. The number of performance share units

- (6) that will vest on March 28, 2017, can range from 0% to 200% of the units granted based upon the issuer's total shareholder return measured against an industry peer group over a three year period.

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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