TCW GROUP INC
Form 4
February 22, 2005

FORM 4

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

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).

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 *
TRUST CO OF THE WEST

(Last) (First) (Middle)

865 SOUTH FIGUEROA STREET, STE. 1800

(Street)

LOS ANGELES, CA 90017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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			
Common Stock	02/17/2005		S		1,552	D	$ 9.05	2,750,300	D (1) (2)	
Common Stock	02/18/2005		S		3,200	D	$ 9.0841	2,747,100	D (1) (2)	

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 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUST CO OF THE WEST 865 SOUTH FIGUEROA STREET, STE. 1800 LOS ANGELES, CA 90017		X		
TCW GROUP INC 865 SOUTH FIGUEROA STREET, STE. 1800 LOS ANGELES, CA 90017		X		

Signatures

/s/ Lazarus N. Sun, Authorized Signatory	02/22/2005
**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) Trust Company of the West, a California trust company ("TCW") holds its securities in Contango Oil & Gas Co. ("Contango") as Investment Manager pursuant to the Investment Management Agreement, dated as of June 6, 1988, between General Mills, Inc. and TCW and as Custodian pursuant to the Custody Agreement, dated as of February 6, 1989, among General Mills, Inc., TCW and State Street Bank and Trust Company, as Trustee. Trust Company of the West disclaims beneficial ownership of the shares of Contango Common Stock reported herein. The TCW Group, Inc., a Nevada corporation ("TCWG"), as the parent of TCW may be deemed to beneficially own shares of Contango Common Stock deemed to be owned by TCW; TCWG disclaims beneficial ownership of the shares of Contango Common Stock reported herein and the filing of this Form 4 shall not be construed as an admission that any such entity is the beneficial owner of any securities covered by such filing.

(2) TCWG is primarily engaged in the provision of investment management services. The ultimate parent company of TCWG and TCW is Societe Generale, S.A., a company incorporated under the laws of France ("SG"). The principal business of SG is acting as a holding company for a global financial services group, which includes certain distinct specialized business units that are independently operated, including TCWG. SG, for purposes of the federal securities laws, may be deemed ultimately to control TCWG and TCW. SG, its executive officers and directors, and its direct and indirect subsidiaries (including all of its business units except TCWG), may

beneficially own securities of the Issuer and such securities are not reported in this statement.

Remarks:

These shares are owned directly by TCW. The securities laws deem TCWG to be an indirect beneficial owner of the shares lis

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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