

Edgar Filing: CARRIZO OIL & GAS INC - Form SC 13G/A

CARRIZO OIL & GAS INC  
Form SC 13G/A  
February 08, 2011

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G\*  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(b)

(Amendment No. 4)

Carrizo Oil & Gas, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

144577103  
(CUSIP Number)

December 31, 2010  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule 13G is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 7 Pages)

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\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act  
of 1934 ("Act") or otherwise subject to the liabilities of that section of the  
Act but shall be subject to all other provisions of the Act (however, see the  
Notes)

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CUSIP No. 144577103

13G

Page 2 of 7 Pages

(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	Centennial Energy Partners, L.L.C. 13-3961810
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES	(5) SOLE VOTING POWER	-0-
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER	1,637,319
EACH REPORTING PERSON WITH	(7) SOLE DISPOSITIVE POWER	-0-
	(8) SHARED DISPOSITIVE POWER	1,637,319
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,637,319
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	<input type="checkbox"/>
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	4.26%
(12)	TYPE OF REPORTING PERSON **	OO

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 144577103

13G

Page 3 of 7 Pages

(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO.	
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OF ABOVE PERSONS (ENTITIES ONLY)

Peter K. Seldin

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) [ ] (b) [X]
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES	(5) SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER	1,637,319
EACH REPORTING PERSON WITH	(7) SOLE DISPOSITIVE POWER	0
	(8) SHARED DISPOSITIVE POWER	1,637,319
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,637,319
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	4.26%
(12)	TYPE OF REPORTING PERSON **	IN

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CUSIP No. 144577103

13G

Page 4 of 7 Pages

Item 1(a). Name of Issuer:

The name of the issuer is Carrizo Oil & Gas, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at 1000 Louisiana

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Street, Suite 1500, Houston, Texas 77002.

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Centennial Energy Partners, L.L.C., (Energy) a limited liability company organized under the laws of the State of Delaware, with respect to the shares of Common Stock directly owned by certain private investment vehicles (collectively the Partnerships) to which Centennial Energy Partners, L.L.C serves as general partner.
- (ii) Peter K. Seldin, with respect to the shares of Common Stock owned by the entity in (i).

Energy and Mr. Seldin do not own any shares of Common Stock directly. The foregoing are hereinafter sometimes collectively referred to as The "Reporting Persons."

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is 575 Lexington Ave. 33rd FL., New York, New York 10022.

Item 2(c). Citizenship:

Energy is a limited liability company organized under the laws of the State of Delaware.  
Peter K. Seldin is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock par value \$.01 per share (the "Common Stock")

CUSIP No. 36318B106

13G

Page 5 of 7 Pages

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act,
- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the

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Investment Company Act of 1940,

- (e) [ ] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
- (f) [ ] Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- (g) [ ] Parent Holding Company or control person in accordance with Rule 13d-1 (b) (ii) (G),
- (h) [ ] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940,
- (j) [ ] Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

Not applicable.

Item 4. Ownership.

A. Centennial Energy Partners, L.L.C.

- (a) Amount beneficially owned: 1,637,319
  - b) Percent of class: 4.26% The percentages used herein and in the rest of Item 4 are calculated based upon 38,429,735 shares of Common Stock outstanding as reported by the Company as of December 6, 2010. This information was provided in the Companys Prospectus Supplement dated December 9, 2010.
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,637,319
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,637,319

CUSIP No. 144577103

13G

Page 6 of 7 pages

B. Peter K. Seldin

- (a) Amount beneficially owned: 1,637,319
- (b) Percent of class: 4.26%
- (c) (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 1,637,319
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 1,637,319

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner

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of more than five percent of the class of securities, check the following [x].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Energy, the general partner of the Partnerships has the power to dispose of and the power to vote the shares of Common Stock beneficially owned by each of the partnerships. Peter K. Seldin is the Managing Member of Energy, and accordingly, has the power to vote and dispose of the Common Stock beneficially held by Energy.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

CUSIP No. 144577103

13G

Page 7 of 7

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 8, 2011

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Centennial Energy Partners, L.L.C.

By: /s/ Peter K. Seldin  
Managing Member

By: /s/ Peter K. Seldin  
Peter K. Seldin

AGREEMENT

The undersigned agree that this schedule 13G dated February 8, 2011 relating to the Common Stock of Carrizo Oil & Gas, Inc. shall be filed on behalf of the undersigned.

Centennial Energy Partners, L.L.C.

By: /s/ Peter K. Seldin  
Managing Member

By: /s/ Peter K. Seldin  
Peter K. Seldin