CONTANGO OIL & GAS CO

Form 4

October 24, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Atkins Thomas H

2. Issuer Name and Ticker or Trading Symbol

Issuer

CONTANGO OIL & GAS CO

[MCF]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

(Street)

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

X_ Officer (give title below)

10% Owner Other (specify

717 TEXAS AVE., STE 2900

10/20/2016

SVP - Exploration 6. Individual or Joint/Group Filing(Check

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

3.

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77002

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

4. Securities Acquired

Common 10/20/2016 Stock

 $A^{(1)}$ 22,300 Α \$0 73,605 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. | Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|----|-----------|-------------|---------------------|--------------------|----------------------|------------|---------------------|-------------------|---------|----------|-------------|-------|
| D | erivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | te Amou | | Derivative | Deriv |
| S | ecurity | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (I | nstr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivativ | | ; | | Secur | ities | (Instr. 5) | Bene |
| | | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | | Security | | | Acquired | | | | | | | Follo |
| | | • | | | | (A) or | | | | | | Repo |
| | | | | | | Disposed | | | | | | Trans |
| | | of (D) | | | | | | | (Instr | | | |
| | | | | | | (Instr. 3, | | | | | | ` |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | , , | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | Date Exercisable | Expiration e Date | Title | or | | |
| | | | | | | | | | | Number | | |
| | | | | | | | Lacicisable | | | of | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Atkins Thomas H 717 TEXAS AVE. STE 2900

SVP - Exploration

HOUSTON, TX 77002

Signatures

/s/ JOHN A. THOMAS 10/24/2016

**Signature of Reporting 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 reporting person was awarded 22,300 shares of restricted stock of the Issuer pursuant the Issuer's Amended and Restated 2009

Incentive Compensation Plan. Of these shares of restricted stock, 33% will vest on each of October 20, 2017 and 2018, and 34% will vest on October 20, 2019 should the reporting person remain an employee of the Issuer on the pertinent vesting date absent earlier vesting pursuant to the terms of the restricted stock award agreement.

Remarks:

This Form 4 has been signed by John A. Thomas, Secretary of Contango Oil & Gas Company, on behalf of Mr. Atkins, pursua 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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