

ENCORE ACQUISITION CO
Form 4
March 09, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
OLLE THOMAS

2. Issuer Name and Ticker or Trading Symbol
ENCORE ACQUISITION CO [EAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
777 MAIN STREET, SUITE 1400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Strategic Solutions

FORT WORTH, TX 76102

(City) (State) (Zip)

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

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	03/09/2010		F	V	3,313	D	\$ 51.65	47,719	D	
Common Stock	03/09/2010		D		38,443	D	1	9,276	D	
Common Stock	03/09/2010		D		9,276	D	2	0	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase Common Stock	\$ 30.55	03/09/2010		D		1,861		<u>(3)</u>	02/09/2019	Common Stock	1,861
Options to purchase Common Stock	\$ 30.55	03/09/2010		D		3,148		<u>(3)</u>	02/09/2019	Common Stock	3,148
Options to purchase Common Stock	\$ 9.36	03/09/2010		D		15,000		03/18/2005	03/18/2012	Common Stock	15,000
Options to purchase Common Stock	\$ 12.4	03/09/2010		D		15,483		11/22/2005	11/22/2012	Common Stock	15,483
Options to purchase Common Stock	\$ 17.1733	03/09/2010		D		31,120		02/10/2007	02/10/2014	Common Stock	31,120
Options to purchase Common Stock	\$ 26.5467	03/09/2010		D		10,050		02/14/2008	02/14/2015	Common Stock	10,050
Options to	\$ 31.1	03/09/2010		D		3,752		02/15/2009	02/15/2016	Common Stock	3,752

purchase Common Stock									
Options to purchase Common Stock	\$ 31.1	03/09/2010	D	5,375	02/11/2009	02/11/2016	Common Stock	5,375	
Options to purchase Common Stock	\$ 33.76	03/09/2010	D	4,892	(5)	02/11/2018	Common Stock	4,892	
Options to purchase Common Stock	\$ 33.76	03/09/2010	D	3,473	(5)	02/11/2018	Common Stock	3,473	
Options to purchase Common Stock	\$ 25.73	03/09/2010	D	5,765	02/12/2010	02/12/2010	Common Stock	5,765	
Options to purchase Common Stock	\$ 25.73	03/09/2010	D	3,196	02/12/2010	02/12/2017	Common Stock	3,196	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLLE THOMAS 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102			VP, Strategic Solutions	

Signatures

/s/ Robert C. Reeves
(attorney-in-fact) 03/09/2010

**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 shares were disposed of pursuant to the merger agreement between the issuer and Denbury Resources Inc. in exchange for aggregate consideration of \$50 per share (which may consist of cash, Denbury stock or a combination thereof) as provided for in the merger agreement.

(1) Pursuant to the merger agreement, the shares converted into a number of restricted shares of Denbury common stock determined by multiplying (i) the number of shares by (ii) the exchange ratio used in determining the consideration payable to Encore stockholders who elected to receive only common stock consideration.

(2) This option, which provided for vesting in three equal annual installments beginning February 9, 2010, was converted into a cash payment representing the product of the number of shares subject to the option and the difference between the aggregate consideration per share provided for in the merger agreement and the exercise price of the option.

(3) This option was converted into a cash payment representing the product of the number of shares subject to the option and the difference between the highest price per share paid within 60 days prior to the merger and the exercise price of the option.

(4) This option, which provided for vesting in three equal annual installments beginning February 11, 2009, was converted into a cash payment representing the product of the number of shares subject to the option and the difference between the aggregate consideration per share provided for in the merger agreement and the exercise price of the option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.