

GIBBONS WILLIAM H

Form 4

November 24, 2004

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 *
GIBBONS WILLIAM H

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2004

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President and Treasurer

3700 BUFFALO
SPEEDWAY, SUITE 960

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

HOUSTON, TX 77098

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/23/2004		M		50,000	A	\$ 4.37
Common Stock	11/23/2004		F		27,313	D	\$ 8
Common Stock	11/23/2004		M		10,000	A	\$ 2.44
Common Stock	11/23/2004		F		3,050	D	\$ 8
Common Stock	11/23/2004		M		25,000	A	\$ 3

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Common Stock 11/23/2004 F 9,375 D \$ 8 83,123 D

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

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(9-02)

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
Common Stock (right to buy)	\$ 4.37	11/23/2004		M	50,000	10/25/2004 11/20/2005	Common Stock 50,000
Common Stock (right to buy)	\$ 2.44	11/23/2004		M	10,000	10/25/2004 07/23/2011	Common Stock 10,000
Common Stock (right to buy)	\$ 3	11/23/2004		M	25,000	10/25/2004 07/12/2012	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GIBBONS WILLIAM H 3700 BUFFALO SPEEDWAY SUITE 960 HOUSTON, TX 77098	Vice President and Treasurer

Signatures

William H.
Gibbons

11/24/2004

 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) Reporting person engaged in a cashless exercise of stock options granted under the Issuer's Incentive Plan exempt under 16b-3 using Contango common stock and having a value at the date of exercise of \$8.00 per share to pay the exercise price.

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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