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DOLPHIN OFFSHORE PARTNERS LP

Form 4

September 13, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Number:

3235-0287

Check this box if no longer

Washington, D.C. 20549

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

SALAS PETER E

Symbol TENGASCO INC [TGC]

(Check all applicable)

(Last) (First)

3. Date of Earliest Transaction

C/O DOLPHIN ASSET

09/13/2005

(Month/Day/Year)

X_ Director X__ 10% Owner Other (specify Officer (give title below)

MANAGEMENT CORP., 129 EAST

(Street)

(State)

17TH STREET

(City)

Security

(Instr. 3)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

J(1)

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

Person

NEW YORK, NY 10003

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

(Middle)

(Zip)

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

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

Price

(D)

A

Ownership Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount

4,595,040

Reported Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Common 09/12/2005 Stock

\$0 20,839,492 By Aff. Partnership

Common Stock

168,000

D

Ι

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

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SEC 1474 (9-02)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exercise Expiration Date	e	7. Title and A Underlying S	Securities	8. Pr
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ear)	(Instr. 3 and	4)	Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option Right to Buy	\$ 0.27	09/09/2005		A(3)	1	09/09/2005	04/20/2010	Common Stock	50,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
reforming of the state of the state of	Director	10% Owner	Officer	Other		
SALAS PETER E C/O DOLPHIN ASSET MANAGEMENT CORP. 129 EAST 17TH STREET NEW YORK, NY 10003	X	X				
DOLPHIN OFFSHORE PARTNERS LP 129 EAST 17TH STREET NEW YORK, NY 10003		X				

Signatures

s/ Peter E. Salas 09/13/2005

**Signature of Person Date

Reporting Person

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) Shares acquired in exchange for Series B Preferred Stock pursuant to exchange offered to all Series B & C Preferred Stockholders
- (2) Shares are owned by Dolphin Offshore Partners, L.P. which own more than 10% of the outstanding common stock of the issuer and of which Peter E. Salas is the general partner
- (3) Grant of option pursuant to Tengasco, Inc. Stock Incentive Plan

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.

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