

CARRIZO OIL & GAS INC

Form 4

August 30, 2013

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 *
Evans Gregory E

2. Issuer Name and Ticker or Trading Symbol
CARRIZO OIL & GAS INC
[CRZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

500 DALLAS STREET, SUITE 2300

08/28/2013

VP-Exploration

(Street)

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

HOUSTON, TX 77002

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	08/28/2013		M	(1)	\$ 15,345	67,919	D
Common Stock	08/28/2013		D	(1)	\$ 15,345	52,574	D
Common Stock	08/28/2013		M	(2)	\$ 20,484	73,058	D
Common Stock	08/28/2013		D	(2)	\$ 20,484	52,574	D
Common Stock						25,457	I Family Trust

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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)	Amount or Number of Shares
Stock Appreciation Rights	\$ 20.22	08/28/2013		M	15,345 (3)	(4) 06/03/2016	Common Stock	15,345
Stock Appreciation Rights	\$ 17.28	08/28/2013		M	20,484 (5)	(6) 05/29/2017	Common Stock	20,484

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Gregory E 500 DALLAS STREET SUITE 2300 HOUSTON, TX 77002			VP-Exploration	

Signatures

/s/Paul F. Boling,
attorney-in-fact

08/30/2013

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) The presentation requirements of Form 4 present the exercise of cash-only stock appreciation rights as an acquisition and disposition of common stock. Contrary to this presentation, the compensation committee of the issuer has determined that these derivative instruments could only be, and accordingly were, settled solely in cash. No actual shares of common stock were issued to or sold by the reporting person.

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- The presentation requirements of Form 4 present the exercise of cash-only stock appreciation rights as an acquisition and disposition of
- (2) common stock. Contrary to this presentation, these derivative instruments were originally awarded as cash-only stock appreciation rights and accordingly were settled solely in cash. No actual shares of common stock were issued to or sold by the reporting person.
 - (3) Exercise of stock appreciation rights settled solely in cash. Subsequent to the original issuance of these stock appreciation rights, the compensation committee of the issuer determined that all of such stock appreciation rights would be settled solely in cash.
 - (4) These stock appreciation rights vested in three equal installments on May 28, 2010, May 28, 2011, and May 28, 2012, respectively.
 - (5) These stock appreciation rights are settled solely in cash.
 - (6) These stock appreciation rights vested in three equal installments on May 29, 2011, May 29, 2012, and May 29, 2013, respectively.

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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