

MORTON GERALD A

Form 4

March 19, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MORTON GERALD A

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)  
500 DALLAS STREET, SUITE  
2300

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/17/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
General Counsel & VP-Bus Dev

(Street)  
HOUSTON, TX 77002

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

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock                       | 03/17/2019                              |   | M                                       | (A)<br>or<br>(D)<br>Amount<br>(1)<br>2,742<br>A \$ 0                       | 102,178  | D  |   |
| Common<br>Stock                       | 03/17/2019                              |   | M                                       | 10,360 A \$ 0  | 112,538  | D  |   |
| Common<br>Stock                       | 03/17/2019                              |   | M                                       | 10,496 A \$ 0  | 123,034  | D  |   |
| Common<br>Stock                       | 03/17/2019                              |   | M                                       | 19,865 A \$ 0  | 142,899  | 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                              |
| Performance Share Units <u>(2)</u>         | \$ 0   | 03/17/2019                           |  | M                              | 3,655   | <u>(3)</u> <u>(3)</u>                                    | Common Stock 3,655  |
| Restricted Stock Units <u>(4)</u>          | \$ 0   | 03/17/2019                           |  | M                              | 10,360  | <u>(5)</u> <u>(5)</u>                                    | Common Stock 10,360   |
| Restricted Stock Units <u>(4)</u>          | \$ 0   | 03/17/2019                           |  | M                              | 10,496  | <u>(6)</u> <u>(6)</u>                                    | Common Stock 10,496   |
| Restricted Stock Units <u>(4)</u>          | \$ 0   | 03/17/2019                           |  | M                              | 19,865  | <u>(7)</u> <u>(7)</u>                                    | Common Stock 19,865   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| MORTON GERALD A<br>500 DALLAS STREET<br>SUITE 2300<br>HOUSTON, TX 77002 | General Counsel & VP-Bus Dev     |

## Signatures

/s/ David L. Pitts,  
attorney-in-fact 03/19/2019

\_\_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) This amount represents approximately 75% of the target performance share units granted based upon the issuer's total shareholder return measured against an industry peer group over a three year period.
- (2) Each performance share unit represents a contingent right to receive one share of common stock.
- (3) These performance share units vested on March 17, 2019. The number of performance share units can range from 0% to 200% of the units granted based upon the issuer's total shareholder return measured against an industry peer group over a three year period.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (5) These restricted stock units vested in three equal installments on March 17, 2017, March 17, 2018 and March 17, 2019.
- (6) These restricted stock units vested, or will vest, in three equal installments on March 17, 2018, March 17, 2019 and March 17, 2020.
- (7) These restricted stock units vested, or will vest, in three equal installments on March 17, 2019, March 17, 2020 and March 17, 2021.

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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