

Edgar Filing: CARRIZO OIL & GAS INC - Form SC 13G/A

CARRIZO OIL & GAS INC
Form SC 13G/A
February 14, 2005

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11.00

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G

Under the Securities Exchange Act of 1934

Information to be Included in Statements Filed
Pursuant to Rule 13d-1(b), (c) and (d) and Amendments thereto
Filed Pursuant to Rule 13d-2(b)

(Amendment No. 5) *

Carrizo Oil & Gas, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

144577103

(CUSIP Number)

February 5, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

Names of Reporting Persons.

1. I.R.S. Identification Nos. of above persons (entities only).

J.P. Morgan Partners (23A SBIC), L.P. (f/k/a J.P. Morgan Partners
(23A SBIC), LLC)
13-3986302

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of
Shares Beneficially
Owned by Each
Reporting Person
With:

5. Sole Voting Power

0

6. Shared Voting Power

0

7. Sole Dispositive Power

0

8. Shared Dispositive Power

0 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

PN

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SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

Preliminary Note: The information contained in this Schedule 13G has been filed to reflect the sale by the Reporting Person of all of the shares of Common Stock held by the Reporting Person.

Item 1.

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(a) Name of Issuer:

Carrizo Oil & Gas, Inc..

Address of Issuer's Principal Executive Offices:

14811 St. Mary's Lane, Suite 148, Houston, TX 77079.

Item 2.

(a) Name of Person Filing:

J.P. Morgan Partners (23A SBIC), L.P.

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(b) Address of Principal Business Office or, if none, Residence:

1221 Avenue of the Americas
New York, New York 10020

(c) Citizenship:

Delaware

(d) Title of Class of Securities (of Issuer):

Common Stock

(e) CUSIP Number:

144577103

Item 3. If this statement is filed pursuant to ss. ss. 240. 13d-1(b) or 240. 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(a) Amount Beneficially Owned: 0

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SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

(b) Percent of Class:

0%

(c) Number of shares as to which such person has:

(i) 0

(ii) Not applicable

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(iii) 0

(iv) Not applicable

Item 5. Ownership of Five Percent or Less of a Class

If this Statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be beneficial owner of more than five percent of the class of securities, check the following. |X|

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

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SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2005

J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC Manager)., Inc.,
Its General Partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

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EXHIBIT 2(a)

This statement is being filed by J.P. Morgan Partners (23A SBIC), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP (23A SBIC)") whose principal business is located at 1221 Avenue of the Americas, New York, NY 10020. JPMP (23A SBIC) is engaged in the venture capital and leveraged buyout business. The General Partner of JPMP (23A SBIC) is J.P. Morgan Partners (23A SBIC Manager), Inc., a Delaware corporation (hereinafter referred to as "JPMP (23A Manager)"), whose principal business office is located at the same address as JPMP (23A SBIC). JPMP (23A Manager) is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employment of each executive officer and director of JPMP (23A Manager). As general partner of JPMP (23A SBIC), JPMP (23A Manager) may be deemed to beneficially own the shares held by JPMP (23A SBIC).

JPMP (23A Manager) is a wholly owned subsidiary of JPMorgan Chase Bank, a New York National Association, a National Banking Association, (hereinafter referred to as "JPMChase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMChase Bank.

Chase Bank is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

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Issuer: Carrizo Oil & Gas, Inc.

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SCHEDULE A

J.P. MORGAN PARTNERS (23 A SBIC MANAGER), INC.

Executive Officers(1)

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Richard Aube*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Cornell P. French*
Managing Director	Michael R. Hannon*

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Managing Director
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Matthew Lori*
Jonathan R. Lynch*
Bryan Martin*
Sunil Mishra*
Stephen P. Murray*
Timothy Purcell*
John Reardon*
Faith Rosenfeld*
Shahan D. Soghikian*
William Stuck*
Patrick J. Sullivan*
Timothy J. Walsh*
Richard D. Waters, Jr. *
Damion E. Wicker, M.D.*

Directors*

Jeffrey C. Walker*

- (1) Each of whom is a United States citizen.
* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

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SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

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SCHEDULE B

JPMORGAN CHASE BANK, NATIONAL ASSOCIATION

Executive Officers(1)

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Chief Information Officer
Co-Chairman, Investment Bank
Chief Executive Officer, Card Services
Chief Financial Officer
Chairman, West Coast Region
Director of Human Resources, Head of Real Estate/Facilities, General Services, Security
Co-General Counsel
Director of Corporate Marketing and Communications
Head, Commercial Banking
Head, Strategy and Business Development
Co-General Counsel
Chief Executive Officer, Treasury & Securities Services
Head, Retail Financial Services
Executive Vice President, Card Services
Head, Asset & Wealth Management
Chief Risk Officer
Co-Chairman, Investment Bank

William B. Harrison Jr.*
James Dimon*
Austin A. Adams*
Steven D. Black*
William I. Campbell*
Michael J. Cavanagh*
David A. Coulter*

John J. Farrell*
Joan Guggenheimer*
Frederick W. Hill*
Samuel Todd Maclin*
Jay Mandelbaum*
William H. McDavid*

Heidi Miller*
Charles W. Scharf*
Richard J. Srednicki*
James E. Staley*
Don M. Wilson III*
William T. Winters*

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- (1) Each of whom is a United States citizen.
* Principal occupation is employee or officer of JPMorgan Chase & Co.
Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York,
New York 10017.

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SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

Directors(1)

Name

Principal Occupation or Employment;
Business or Residence Address

William B. Harrison, Jr.

Chairman and Chief Executive Office
JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

James Dimon

President and Chief Operating Officer
JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

David A. Coulter

Chairman, West Coast Region
JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Michael J. Cavanaugh

Chief Financial Officer
JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Charles W. Scharf

Head of Retail Financial Services
JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Don M. Wilson III

Chief Risk Officer
JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

- (1) Each of whom is a United States citizen.

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SCHEDULE C

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JPMORGAN CHASE & CO.

Executive Officers(1)

Chairman of the Board and Chief Executive Officer	William B. Harrison Jr.*
President and Chief Operating Officer	James Dimon*
Chief Information Officer	Austin A. Adams*
Co-Chairman, Investment Bank	Steven D. Black*
Chief Executive Officer, Card Services	William I. Campbell*
Chief Financial Officer	Michael J. Cavanagh*
Chairman, West Coast Region	David A. Coulter*
Director of Human Resources, Head of Real Estate/Facilities, General Services, Security	John J. Farrell*
Co-General Counsel	Joan Guggenheimer*
Director of Corporate Marketing and Communications	Frederick W. Hill*
Head, Commercial Banking	Samuel Todd Maclin*
Head, Strategy and Business Development	Jay Mandelbaum*
Co-General Counsel	William H. McDavid*
Chief Executive Officer, Treasury & Securities Services	Heidi Miller*
Head, Retail Financial Services	Charles W. Scharf*
Executive Vice President, Card Services	Richard J. Srednicki*
Head, Asset & Wealth Management	James E. Staley*
Chief Risk Officer	Don M. Wilson III*
Co-Chairman, Investment Bank	William T. Winters*

Directors(1)

Name	Principal Occupation or Employment; Business or Residence Address

Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer Deere & Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017

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- (1) Each of whom is a United States citizen.
- * Principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.
- (1) Each of whom is a United States citizen.

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Issuer: Carrizo Oil & Gas, Inc.

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Name	Principal Occupation or Employment; Business or Residence Address

John H. Biggs	Former Chairman and CEO

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TIAA - CREF
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Lawrence A. Bossidy

Retired Chairman of the Board
Honeywell International Inc.
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Stephen B. Burke

President
Comcast Cable Communications, Inc.
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

James S. Crown

President
Henry Crown and Company
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

James Dimon

President and Chief Operating Officer
JPMorgan Chase & Co.
270 Park Avenue, 8th Floor
New York, New York 10017-2070

Ellen V. Futter

President and Trustee
American Museum of Natural History
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

William H. Gray, III

Retired President and Chief Executive
Officer
The College Fund/UNCF
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

William B. Harrison, Jr.

Chairman of the Board and Chief Executive
Officer
JPMorgan Chase & Co.
270 Park Avenue, 8th Floor
New York, New York 10017-2070

Laban P. Jackson, Jr.

Chairman and Chief Executive Officer
Clear Creek Properties, Inc.
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

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Issuer: Carrizo Oil & Gas, Inc.

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Name

Principal Occupation or Employment;

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Business or Residence Address

Lee R. Raymond	Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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John W. Kessler	Owner John W. Kessler Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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Robert I. Lipp	Chairman The St. Paul Travelers Companies, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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Richard A. Monoogian	Chairman and Chief Executive Officer Masco Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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David C. Novak	Chairman and Chief Executive Officer Yum! Brands, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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John R. Stafford	Retired Chairman of the Board Wyeth c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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