

CRIMSON EXPLORATION INC.

Form 4

October 03, 2013

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Grady E Joseph

(Last) (First) (Middle)

C/O CRIMSON EXPLORATION  
INC., 717 TEXAS AVENUE,  
SUITE 2900

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
CRIMSON EXPLORATION INC.  
[CXPO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Senior VP & CFO

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

**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	10/01/2013		F <sup>(1)</sup>		57,537	D	\$ 0	444,022	D
Common Stock	10/01/2013		D		444,022	D	<u>(2)</u>	0	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: CRIMSON EXPLORATION INC. - Form 4

**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 Number Shares
Employee Stock Option (right to buy)	\$ 5	10/01/2013		D	225,000	(3) 02/17/2021	Common Stock 225,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Grady E Joseph C/O CRIMSON EXPLORATION INC. 717 TEXAS AVENUE, SUITE 2900 HOUSTON, TX 77002	Senior VP & CFO

## Signatures

/s/ John A. Thomas  
10/03/2013  
Date

\*\*Signature of 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) Withholding of stock to satisfy tax withholding obligations.
- (2) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 29, 2013, among Contango Oil & Gas Company ("Contango"), Contango Acquisition, Inc. ("Merger Sub") and Crimson Exploration Inc. ("Crimson"), Merger Sub merged with and into Crimson (the "Merger"), with Crimson surviving the Merger and continuing as a wholly-owned subsidiary of Contango. Upon the October 1, 2013 closing of the Merger, each share of Crimson common stock was cancelled and converted into the right to receive .08288 shares of Contango common stock.
- (3) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 29, 2013, among Contango Oil & Gas Company ("Contango"), Contango Acquisition, Inc. ("Merger Sub") and Crimson Exploration Inc. ("Crimson"), Merger Sub merged with and into Crimson (the "Merger"), with Crimson surviving the Merger and continuing as a wholly-owned subsidiary of Contango. Upon the October 1, 2013 closing of the Merger, each option was cancelled and converted into a fully vested option to purchase .08288 shares of Contango common stock at a price equal to the prior exercise price divided by .08288.

### Remarks:

## Edgar Filing: CRIMSON EXPLORATION INC. - Form 4

This Form 4 has been signed by John A. Thomas, Secretary of Crimson Exploration Inc., on behalf of Mr. Grady, pursuant to

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.