

W&T OFFSHORE INC  
Form 8-K  
January 24, 2006

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

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 01/23/2006**

**W&T Offshore, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-32414**

**Texas**  
(State or other jurisdiction of  
incorporation)

**72-1121985**  
(IRS Employer  
Identification No.)

**8 Greenway Plaza, Suite 1330**  
Houston, TX 77046  
(Address of principal executive offices, including zip code)

**713.626.8525**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Information to be included in the report

## Item 2.02. Results of Operations and Financial Condition

On January 23, 2006, W&T Offshore, Inc. ("the Company") issued a press release providing an update on its recent operations and exploratory success, 2006 capital and major expenditure budget, a recent acquisition of oil & gas properties, and first quarter and full year 2006 guidance. A copy of this press release is attached as exhibit 99.1

## Item 7.01. Regulation FD Disclosure

On January 23, 2006, the Company issued a press release announcing its plans to merge a wholly-owned subsidiary of the Company with a wholly-owned subsidiary of Kerr-McGee Oil & Gas Corporation, which owns substantially all of the Gulf of Mexico conventional shelf properties of Kerr-McGee. Upon completion of the merger, the Company will own 100% of the membership interest in the Kerr-McGee subsidiary. A copy of this press release is attached as exhibit 99.2

## Item 9.01. Financial Statements and Exhibits

Exhibit No. Description

Exhibit 99.1 W&T Offshore, Inc. Press Release, dated January 23, 2006.

Exhibit 99.2 W&T Offshore, Inc. Press Release, dated January 23, 2006.

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### Signature(s)

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

W&T Offshore, Inc.

Date: January 23, 2006

By: /s/ Stephen A. Landry

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Stephen A. Landry  
Senior Vice President and Chief Financial Officer

**Exhibit Index**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                                |
|---------------------------|--|
| EX-99.1                   | W&T Offshore, Inc. Press Release, dated January 23, 2006 |
| EX-99.2                   | W&T Offshore, Inc. Press Release, dated January 23, 2006 |