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W&T OFFSHOR	E INC								
Form 4 April 30, 2012									
• ·								OMB A	PPROVAL
FORM 4	UNITED	STATES		RITIES A			E COMMISSION		3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Filed pur	suant to S a) of the F	CHAN ection 1 Public U	NGES IN SECUI 16(a) of th tility Hol	BENEF RITIES ne Securit ding Con	ICIAL O'	WNERSHIP OF nge Act of 1934, of 1935 or Section 1940	Estimated burden hou response	urs per
(Print or Type Respon	ises)								
1. Name and Address Schroeder Stephe		Person <u>*</u>	Symbol	er Name an o DFFSHOI		-	5. Relationship o Issuer	of Reporting Per	
(Last) (1 NINE GREENW SUITE 300	, , , , , , , , , , , , , , , , , , ,	Middle)		of Earliest T Day/Year) 2012	ransaction		Director X Officer (giv below)	109	% Owner her (specify
(Street)			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 			
HOUSTON, TX	77046						Person	More than One R	eporting
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of. or Beneficia	llv Owned
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3. Transactio Code	4. Securiti nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Reminder: Report on	a separate line	for each cla	ass of seci	urities bene	ficially own	ned directly	or indirectly.		
the second se	a separate nile				Perso inform requir	ns who rest nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	((Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	3
Restricted Stock Units	<u>(1)</u>	04/26/2012		А	,	33,458		(2)(3)	(2)(3)	Common Stock	33,458	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Schroeder Stephen L NINE GREENWAY PLAZA, SUITE 300 HOUSTON, TX 77046			SVP & Chie Operating Officer	f				
Signatures								
/s/ Thomas F. Getten.								

/s/ momas r. Getten,	04/30/2012		
attorney-in-fact	04/30/2012		
**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) Each restricted stock unit represents a contingent right to receive one share of WTI stock or its cash equivalent, as determined at the time of settlement by WTI.
- (2) The vesting of the restricted stock units is subject to a service and performance condition through October 31, 2014 and a service condition thereafter until December 15, 2014. If these conditions are met, then the restricted stock units will vest on December 15, 2014.
- (3) The number of restricted stock units eligible for vesting is subject to adjustment to reflect the achievement of performance goals by the reporting person during the applicable performance period.

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.

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