W&T OFFSHORE INC

Form 4

December 18, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GIBBONS JOHN D** Issuer Symbol W&T OFFSHORE INC [WTI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify **NINE GREENWAY** 12/17/2012 below) PLAZA, SUITE 300 Senior VP, CFO & CAO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77046 Person

(City)	(State) (Z	Table	I - Non-De	erivative Sec	curities	s Acquire	ed, Disposed of, o	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. Transactio Code (Instr. 8)	4. Securities Acquired (A) from Disposed of (D) (Instr. 3, 4 and 5) (A) or		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 Indirect Beneficial Ownership (Instr. 4)	
COMMON STOCK	12/17/2012		Code V M	Amount 128,333	(D) A (1)	Price \$ 0	161,523	D	
COMMON STOCK	12/17/2012		F	33,944	D	\$ 16.68	127,579	D	

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

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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.	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio						
(Instr. 3)	or Exercise		any	Code						
	Price of		(Month/Day/Year)	(Instr. 8)						
	Derivative									
	Security									
					5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
DECEDICEED										
STOCK UNITS	<u>(2)</u>	12/17/2012		M		128,333	<u>(1)</u>	<u>(1)</u>	Common Stock	128,3
	Derivative Security (Instr. 3) RESTRICTED STOCK	Derivative Security (Instr. 3) or Exercise Price of Derivative Security RESTRICTED STOCK (2)	Derivative Security Conversion or Exercise Price of Derivative Security RESTRICTED STOCK (2) 12/17/2012	Derivative Security (Conversion or Exercise Price of Derivative Security RESTRICTED STOCK Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year)	Derivative Security Conversion or Exercise Price of Derivative Security Security Code VRESTRICTED STOCK (2) 12/17/2012 Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	Derivative Security Conversion (Month/Day/Year) Execution Date, if Code Security Execution Date, if TransactionDerivative any Code Security Code Security Code V (A) RESTRICTED STOCK (Month/Day/Year) (Instr. 8) Code V (A)	Derivative Security Conversion or Exercise Price of Derivative Security Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) RESTRICTED STOCK 2 12/17/2012 M 128,333	Derivative Security Conversion (Month/Day/Year) or Exercise (Month/Day/Year) or Exercise (Month/Day/Year) or Exercise (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) RESTRICTED STOCK (Month/Day/Year) Date (Instr. 8) Date (Exercisable) Expiration D (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date (Exercisable) M 128,333 (1)	Derivative Security Conversion or Exercise (Month/Day/Year) or Exercise (Month/Day/Year) Price of Derivative Security Code Securities (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Code V (A) (D) RESTRICTED STOCK (2) 12/17/2012 M 128,333 (1) (1)	Derivative Security Conversion (Month/Day/Year) or Exercise (Month/Day/Year) or Exercise (Month/Day/Year) (Instr. 3) Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date (Instr. 3 and Securities) (Instr. 3 and Securities) (Instr. 3 and Securities) (Instr. 3 and Securities) (Instr. 3, 4, and 5) RESTRICTED STOCK (2) 12/17/2012 M 128,333 (1) (1) Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GIBBONS JOHN D NINE GREENWAY PLAZA SUITE 300 HOUSTON, TX 77046

Senior VP, CFO & CAO

Signatures

/s/ By Thomas F. Getten, attorney-in-fact for John D. Gibbons

12/18/2012

**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) On December 17, 2012, reporting person's 128,333 restricted stock units, which were granted on August 3, 2010, vested, and the reporting person received 128,333 shares of WTI common stock.
- (2) 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.

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.

Reporting Owners 2