W&T OFFSHORE INC

Form 4

December 18, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Form 4 or
Form 5
obligations
may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** GIBBONS JOHN D			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
a	(71)	0.0111	W&T OFFSHORE INC [WTI]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
NINE GREENWAY			12/17/2012	X Officer (give title Other (specify			
PLAZA, SU	TTE 300			below) below) 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			
HOUSTON,	TX 77046			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	anired Disposed of or Reneficially Owner			

(City)	(State) (Z	Table Table	I - Non-De	erivative Sec	curitie	s Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie our Disposed (Instr. 3, 4	d of (D))	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		M	128,333	A (1)	\$ 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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SEC 1474

(9-02)

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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. 5. Number of		6. Date Exercisable and		7. Title and Amount		
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative			Expiration Date		Underlying Securitie	
(Instr. 3)	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		
	Price of		(Month/Day/Year)	(Instr. 8)	Acqui	ired (A) or				
	Derivative				Dispo	sed of (D)				
	Security				(Instr.	3, 4, and				
					5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
				Code v	(A)	(D)				Shares
	<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 Conversion (Instr. 3) or Exercise Price of Derivative Security RESTRICTED STOCK (2)	Derivative Security (Instr. 3) (Month/Day/Year) 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) Execution Date, if any (Month/Day/Year) A conversion of Exercise any (Month/Day/Year) A conversion of Execution Date, if any (Month/Day/Year) A conversion of Execution Date	Derivative Security Conversion or Exercise Price of Derivative Security Code V RESTRICTED STOCK Derivative Security Conversion (Month/Day/Year) (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code V RESTRICTED M	Derivative Security Conversion (Month/Day/Year) Execution Date, if any Code Security Code V (A)	Derivative Security Or Exercise Price of Derivative Security Derivative Security Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (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 Or Exercise Price of Derivative Security Or Exercise Price of Derivative Security Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Month/Day/Year) Or Exercise (Mon	Derivative Security Or Exercise Price of Derivative Security Or Exercise Price of Derivative Security Code Price of Derivative Security Execution Date, if any (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) Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) RESTRICTED STOCK (2) 12/17/2012 M 128,333 (1) (1)	Derivative Security Conversion (Month/Day/Year) Or Exercise Price of Derivative Security Or Exercise Price of Derivative Security Code Securities (Month/Day/Year) Or Exercise Price of Derivative Security Code Securities (Month/Day/Year) Or Exercise Price of Derivative Security Or Exercise Price of Derivative Security Or Exercise Price of Disposed of (D) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Or Exercise Price of Disposed of (D) (Instr. 3, 4, and 5) Or Exercise Price of Disposed of (D) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 8) Acqu

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.

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