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CARRIZO OIL & GAS INC  
Form S-8  
June 16, 2004

As filed with the Securities and Exchange Commission on June 16, 2004  
Registration No. 333-

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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CARRIZO OIL & GAS, INC.  
(Exact name of registrant as specified in its charter)  
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Texas  
State or other jurisdiction of  
incorporation or organization)

76-0415919  
(I.R.S. Employer  
Identification No.)

14701 St. Mary's Lane, Suite 800  
Houston, Texas  
(Address of principal  
executive offices)

77079  
(Zip Code)

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INCENTIVE PLAN OF CARRIZO OIL & GAS, INC.  
(Full title of the plan)  
-----

S.P. Johnson IV  
President and Chief Executive Officer  
Carrizo Oil & Gas, Inc.  
14701 St. Mary's Lane, Suite 800  
Houston, Texas 77079  
(Name and address of agent for service)

Telephone number, including area code,  
of agent for service:  
(281) 496-1352

copy to:  
Gene J. Oshman  
Baker Botts L.L.P.  
3200 One Shell Plaza  
910 Louisiana Street  
Houston, Texas 77002

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering P
Common Stock (par value \$0.01 per share)	850,000	\$9.18	\$7,803,000.00

(1) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee and based upon the average of the high and low sales price per share of Common Stock of the Company reported on the Nasdaq National Market on June 10, 2004.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, to register an additional 850,000 shares of Common Stock issuable pursuant to the Incentive Plan of Carrizo Oil & Gas, Inc. (the "Plan"). The Board of Directors of the Company recommended for approval and, on May 22, 2002, the shareholders approved the First Amendment to the Plan which, among other things, increased the number of shares available for issuance under the Plan from 1,500,000 to 1,850,000. The Board of Directors of the Company recommended for approval and, on May 21, 2004, the shareholders approved the Fourth Amendment to the Plan which, among other things, increased the number of shares available for issuance under the Plan from 1,850,000 to 2,350,000. The contents of the Registration Statements on Forms S-8 (Nos. 333-35245 and 333-55838) relating to the Plan are incorporated by reference into this Registration Statement.

PART II

ITEM 8. EXHIBITS.

The following documents are filed as a part of this Registration Statement or incorporated by reference herein:

Exhibit No.	Description
4.1*	-- Amended and Restated Articles of Incorporation of the Company (incorporated to the Company's Annual Report on Form 10-K for the year ended December 31, 1999)
4.2*	-- Amended and Restated Bylaws of the Company, as amended by Amendment No. 1 to Exhibit 3.2 to the Company's Registration Statement on Form 8-A (Registration No. 2 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 20, 2002).
4.3*	-- Form of certificate representing Common Stock (incorporated herein by reference to the Company's Registration Statement on Form S-1/A (Registration No. 333-29187)).
4.4*	-- Amended and Restated Incentive Plan of Carrizo Oil & Gas, Inc., effective

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(incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report ended July 31, 2000).

4.5\* -- First Amendment to the Incentive Plan of Carrizo Oil & Gas, Inc., as amended February 22, 2002 (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report for the quarter ended June 30, 2002).

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4.6\* -- Second Amendment to the Incentive Plan of Carrizo Oil & Gas, Inc., as amended February 18, 2003 (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report for the year ended December 31, 2002).

4.7\* -- Third Amendment to the Incentive Plan of Carrizo Oil & Gas, Inc., as amended February 23, 2003 (incorporated herein by reference to Appendix A to the Company's Definition of Terms (February 21, 2003)).

4.8 -- Fourth Amendment to the Incentive Plan of Carrizo Oil & Gas, Inc., as amended February 21, 2004.

5 -- Opinion of Baker Botts L.L.P.

23.1 -- Consent of Baker Botts L.L.P. (included in Exhibit 5).

23.2 -- Consent of Ernst & Young LLP

23.3 -- Consent of Ryder Scott Company L.P.

23.4 -- Consent of Fairchild and Wells, Inc.

24 -- Power of Attorney (included on the signature page of this registration statement)

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\* Incorporated herein by reference as indicated.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on June 16, 2004.

CARRIZO OIL & GAS, INC.  
(Registrant)

By: /s/Paul F. Boling  
-----  
Vice President and Chief Financial Officer

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POWER OF ATTORNEY

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Each person whose signature appears below appoints S.P. Johnson IV and Paul F. Boling, and each of them, each of whom may act without the joinder of the other, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 9th day of June, 2004.

Signature	Title
/s/S. P. Johnson, IV ----- S.P. Johnson IV	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/Paul F. Boling ----- Paul F. Boling	Chief Financial Officer, Vice President, Secretary and Treasurer Principal Financial and Accounting Officer
/s/Steven A. Webster ----- Steven A. Webster	Director
----- Christopher C. Behrens	Director
/s/Douglas A.P. Hamilton ----- Douglas A.P. Hamilton	Director
----- Paul B. Loyd, Jr.	Director
----- Bryan R. Martin	Director
/s/F. Gardner Parker ----- F. Gardner Parker	Director
/s/Roger A. Ramsey ----- Roger A. Ramsey	Director
/s/Frank A. Wojtek ----- Frank A. Wojtek	Director

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4.7*	-- Third Amendment to the Incentive Plan of Carrizo Oil & Gas, Inc., as amended on February 21, 2003 (incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement on Form S-7 for the year ended December 31, 2003).
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