

CARRIZO OIL & GAS INC
Form 4
August 13, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Richard H

2. Issuer Name and Ticker or Trading Symbol
CARRIZO OIL & GAS INC
[CRZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 DALLAS STREET, SUITE 2300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President - Land

HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/09/2012		M	7,295	\$ 20.22	53,556	D
Common Stock	03/09/2012		D	7,295	\$ 29.375	46,261	D
Common Stock	08/09/2013		M	15,279	\$ 17.28	61,540	D
Common Stock	08/09/2013		D	15,279	\$ 34.37	46,261	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)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 20.22	03/09/2012		M	7,295 (2)	(3) 06/03/2016	Common Stock	7,295
Stock Appreciation Rights (4)	\$ 17.28	08/09/2013		M	15,279	(5) 05/29/2017	Common Stock	15,279

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Richard H 500 DALLAS STREET SUITE 2300 HOUSTON, TX 77002			Vice President - Land	

Signatures

/s/Paul F. Boling,
attorney-in-fact

08/13/2013

__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).
- Exercise of stock appreciation rights settled solely in cash. In accordance with the rules for filing Form 4, the exercise of cash-settled
- (1) stock appreciation rights is treated as the simultaneous purchase and sale of the number of shares for which stock appreciation rights are exercised. No actual shares of common stock were issued to or sold by the reporting person.
 - (2) Exercise of stock appreciation rights settled solely in cash. 4,377 of such exercised stock appreciation rights are stock-settled stock appreciation rights that the compensation committee of the issuer has determined would be settled solely in cash.

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- (3) These stock appreciation rights vested in three equal installments on May 28, 2010, May 28, 2011, and May 28, 2012, respectively.
- (4) These stock appreciation rights are settled solely in cash.
- (5) These stock appreciation rights vested in three equal installments on May 29, 2011, May 29, 2012, and May 29, 2013, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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