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SWIFT ENERGY CO  
 Form S-8  
 June 07, 2006

As filed with the Securities and Exchange Commission on June 7, 2006  
 Registration No. \_\_\_\_\_

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  
 -----

SWIFT ENERGY COMPANY  
 (Exact name of registrant as specified in its charter)

|   |   |
|---|---|
| Texas   | 20-3940661                              |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification No.) |

16825 Northchase Dr., Suite 400  
 Houston, Texas 77060  
 (Address of Principal Executive Offices) (Zip Code)

SWIFT ENERGY COMPANY  
 2005 STOCK COMPENSATION PLAN

Terry E. Swift  
 Chairman of the Board and  
 Chief Executive Officer  
 Swift Energy Company  
 16825 Northchase Dr., Suite 400  
 Houston, Texas 77060  
 (281) 874-2700

(Name, address and telephone number of  
 Registrant's executive offices and agent for service)

Copies to:

Karen Bryant  
 General Counsel-Corporate,  
 Chief Governance Officer and Secretary  
 Swift Energy Company  
 16825 Northchase Dr., Suite 400  
 Houston, Texas 77060  
 (281) 874-2700

CALCULATION OF REGISTRATION FEE

| Title of<br>Securities to be Registered    | Amount<br>to be<br>Registered(1) (2) | Proposed<br>Maximum<br>Offering Price<br>per Share(3) (4) | Off |
|--|--------------------------------------|---|-----|
| Common Stock, \$.01 par value per share(5) | 850,000 shares                       | \$39.75   |     |

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## REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement on Form S-8 (the "Registration Statement") of Swift Energy Company (the "Company" or the "Registrant") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act to register 850,000 additional shares of the Company's common stock, \$0.01 par value (the "Common Stock") under the Swift Energy Company 2005 Stock Compensation Plan (the "Plan"). This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 (Registration No. 333-130548) and Post-Effective Amendment No. 1 to Form S-8 (Registration No. 333-130548) filed with the Securities and Exchange Commission on December 20 and December 29, 2005, respectively.

### PART II

#### INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Not Applicable.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Company has the authority under Articles 2.02(A)(16) and 2.02-1 of the Texas Business Corporation Act to indemnify its directors and officers to the extent provided for in such statute. The Company's Amended and Restated Bylaws provide for indemnification of its officers, directors and employees to the fullest extent permitted by Article 2.02-1 of the Texas Business Corporation Act. The Company's Restated Articles of Incorporation state that the Company has the power to indemnify certain persons in such circumstances as are provided in its Bylaws. The Restated Articles of Incorporation allow the Company to enter into additional insurance and indemnity arrangements at the discretion of the Company's Board of Directors. The Company has entered into indemnification agreements with each of its officers and directors that indemnify the individual to the fullest extent permitted by law.

Article 1302-7.06(B) of the Texas Miscellaneous Corporation Laws Act provides that a corporation's articles of incorporation may provide for the elimination or limitation of a director's liability. The Company's Restated Articles of Incorporation eliminate the liability of directors to the corporation or its shareholders for monetary damages for an act or omission in his capacity as a director, with certain specified exceptions to the Company and its shareholders to the fullest extent permitted by Article 1302-7.06(B) (1-4) of the Texas Miscellaneous Corporation Laws Act.

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The Company maintains insurance to cover amounts that it may be required to pay officers and directors under the indemnity provisions described above and coverage for its officers and directors against certain liabilities, including certain liabilities under the federal securities law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

5.1 Opinion of Counsel as to the legality of the shares being offered

23.1 Consent of Ernst & Young LLP

23.2 Consent of Counsel (contained in Exhibit 5.1)

24.1 Powers of Attorney (contained in the signature pages to this Registration Statement)

99.1 Swift Energy Company 2005 Stock Compensation Plan (incorporated by reference to Exhibit 99.1 filed with the Registrant's Registration Statement on Form S-8 (Registration No. 333-130548)).

Item 9. Undertakings.

Not Applicable.

(Signature Pages Follow)

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all 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, Texas, on the 6th day of June, 2006.

SWIFT ENERGY COMPANY

By: /s/ Terry E. Swift

-----  
Terry E. Swift  
Chief Executive Officer and  
Chairman of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Terry E. Swift, Bruce H. Vincent and Alton D. Heckaman, Jr., and each of them, each with full power to act

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without the other, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto each of 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 in connection therewith, as fully to all intents and purposes as he might or could do in person hereby ratifying and confirming that each of said attorneys-in-fact and agents or his substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Capacity   |
|---|--|
| /s/ Terry E. Swift<br>-----<br>Terry E. Swift                 | Chief Executive Officer (Principal Executive Officer) and Chairman of the Board    |
| /s/ Bruce H. Vincent<br>-----<br>Bruce H. Vincent             | President and Director   |
| /s/ Alton D. Heckaman, Jr.<br>-----<br>Alton D. Heckaman, Jr. | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ David W. Wesson<br>-----<br>David W. Wesson               | Controller (Principal Accounting Officer)  |
| /s/ Raymond E. Galvin<br>-----<br>Raymond E. Galvin           | Vice-Chairman of the Board   |
| /s/ Deanna L. Cannon<br>-----<br>Deanna L. Cannon             | Director   |
| /s/ Douglas J. Lanier<br>-----<br>Douglas J. Lanier           | Director   |

|   |          |
|---|----------|
| -----<br>Greg Matiuk  | Director |
| <br>/s/ Henry C. Montgomery<br>-----<br>Henry C. Montgomery   | Director |
| <br>/s/ Clyde W. Smith, Jr.<br>-----<br>Clyde W. Smith, Jr.   | Director |
| <br>/s/ Charles J. Swindells<br>-----<br>Charles J. Swindells | Director |

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INDEX TO EXHIBITS

| Exhibit No. | Document Description  |
|-------------|---|
| -----       | -----   |
| 5.1         | Opinion of Counsel as to the legality of the shares being offered   |
| 23.1        | Consent of Ernst & Young LLP  |
| 23.2        | Consent of Counsel (contained in Exhibit 5.1)   |
| 24.1        | Powers of Attorney (contained in the signature pages hereto)  |
| 99.1        | Swift Energy Company 2005 Stock Compensation Plan (filed with<br>Commission as Exhibit 10.1 to our report on Form 8-K filed on<br>12, 2005 and incorporated herein by reference). |