

Williford William J
Form 3
November 16, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Williford William J

(Last) (First) (Middle)

NINE GREENWAY PLAZA,
SUITE 300

(Street)

HOUSTON, TX 77046

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/06/2018

3. Issuer Name and Ticker or Trading Symbol
W&T OFFSHORE INC [WTI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
EVP and GM of Gulf of Mexico

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

37,302

D

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	47,789	\$ (4)	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock	30,750	\$ (4)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	24,217	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williford William J NINE GREENWAY PLAZA, SUITE 300 HOUSTON, TX 77046	Â	Â	Â EVP and GM of Gulf of Mexico	Â

Signatures

/s/ Shahid A. Ghauri
attorney-in-fact

11/16/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The vesting of the restricted stock units is subject to service and performance conditions during calendar year 2016 and a service condition thereafter until December 14, 2018. If these conditions are met, then the restricted stock units will vest on December 14, 2018. The number of restricted stock units eligible for vesting is subject to adjustment to reflect the achievement of performance goals by the reporting person during the applicable performance period.
- (2) The vesting of the restricted stock units is subject to service and performance conditions during calendar year 2017 and a service condition thereafter until December 13, 2019. If these conditions are met, then the restricted stock units will vest on December 13, 2019. The number of restricted stock units eligible for vesting is subject to adjustment to reflect the achievement of performance goals by the reporting person during the applicable performance period.
- (3) The vesting of the restricted stock units is subject to service and performance conditions during calendar year 2018 and a service condition thereafter until December 15, 2020. If these conditions are met, then the restricted stock units will vest on December 15, 2020. The number of restricted stock units eligible for vesting is subject to adjustment to reflect the achievement of performance goals by the reporting person during the applicable performance period.
- (4) 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.

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Remarks:

ExhibitÂ ListÂ ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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