Williams Chad E Form 4 February 07, 2012

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

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

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person \* Williams Chad E

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

ENERGY PARTNERS LTD [EPL]

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/03/2012

Director 10% Owner X\_ Officer (give title Other (specify

Senior VP - Production

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

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response...

C/O ENERGY PARTNERS. LTD., 201 ST. CHARLES **AVENUE, SUITE 3400** 

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW ORLEANS, LA 70170

		Table	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiencially Owned				
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
			C 1 W	or	(Instr. 3 and 4)		
_			Code V	Amount (D) Pric			
Common	02/03/2012		A	$_{(2)}^{7,750}$ A $_{(2)}$	19,186	D	
Stock (1)				(2)			
Common Stock					383	I	401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Williams Chad E - Form 4

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

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(In

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. Transactio 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 16.45	02/03/2012		A	6,686	(3)	02/03/2022	Common Stock	6,686

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>2</b> 0	Director	10% Owner	Officer	Other		
Williams Chad E						
C/O ENERGY PARTNERS, LTD.			Senior VP -			
201 ST. CHARLES AVENUE, SUITE 3400			Production			
NEW ORLEANS, LA 70170						

#### **Signatures**

Tiffany J. Thom, Attorney in Fact

02/07/2012 Date

\*\*Signature of Reporting Person

# **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).
- Shares of restricted stock granted on February 3, 2012 under the Issuer's 2009 Long Term Incentive Plan, as amended. The restricted (1) shares are subject to customary transfer restrictions and risk of forfeiture provisions, which lapse in one-third increments on the first three anniversaries of the Date of Grant.
- Consistent with the provisions of the Issuer's 2009 Long Term Incentive Plan, the grantee did not pay any consideration to the Issuer for (2) the restricted shares that were granted. By way of reference, the closing price per share of the Issuer's common stock on the New York Stock Exchange on February 3, 2012 was \$16.45.
- (3) The stock options were granted under the Issuer's 2009 Long Term Incentive Plan and will vest and become exercisable in one-third increments on the first three anniversaries of the Date of Grant.

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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