

CONTANGO OIL & GAS CO  
Form 8-K  
May 18, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) May 13, 2011**

**CONTANGO OIL & GAS COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-16317**  
(Commission  
File Number)  
**3700 BUFFALO SPEEDWAY, SUITE 960**

**95-4079863**  
(IRS Employer  
Identification No.)

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**HOUSTON, TEXAS 77098**

**(Address of principal executive offices)**

**(713) 960-1901**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS**

On May 13, 2011, Contango Oil & Gas Company ( Contango ) completed the sale of substantially all of its onshore Texas assets to Patara Oil & Gas LLC, a privately held oil and gas company ( Patara ) for an aggregate purchase price of \$40.0 million. B.A. Berilgen, a member of Contango's board of directors, is the Chief Executive Officer of Patara. The properties were sold effective April 1, 2011. The purchase price was determined upon the basis of arm's length negotiations between Contango and Patara. The sale was made pursuant to a Purchase and Sale Agreement which is filed herewith as Exhibit 2.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description of Document</b>
2.1	Purchase and Sale Agreement between Conterra Company as Seller, and Patara Oil & Gas LLC as Purchaser, dated April 22, 2011.
99.1	Press release dated May 16, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONTANGO OIL & GAS COMPANY**

Date: May 18, 2011

By: /s/ KENNETH R. PEAK  
Kenneth R. Peak  
Chairman and Chief Executive Officer