

OMB APPROVAL	
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>GOFF JOHN C</u> (Last) (First) (Middle) 500 COMMERCE STREET (Street) FORT WORTH TX 76102 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONTANGO OIL & GAS CO [MCF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								3,571,786	D	
Common Stock	12/19/2019		J ⁽⁷⁾⁽⁸⁾		8,533,072	A	\$0.00	10,846,008	I	See footnote ⁽¹⁾
Common Stock	12/19/2019		J ⁽⁷⁾⁽⁸⁾		2,539,900	A	\$0.00	2,612,664	I	See footnote ⁽²⁾
Common Stock	12/19/2019		J ⁽⁷⁾⁽⁸⁾		7,832,710	A	\$0.00	7,832,710	I	See footnote ⁽³⁾
Common Stock	12/19/2019		J ⁽⁷⁾⁽⁸⁾		172,890	A	\$0.00	172,890	I	See footnote ⁽⁴⁾
Common Stock								16,082	D ⁽⁵⁾	
Common Stock	12/19/2019		J ⁽⁷⁾		8,533,072	D	\$0.00	22,233,305	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		7,832,710	D	\$0.00	14,400,595	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		2,539,900	D	\$0.00	11,860,695	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		172,890	D	\$0.00	11,687,805	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		138,311	D	\$0.00	11,549,494	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		691,556	D	\$0.00	10,857,938	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		103,733	D	\$0.00	10,754,205	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		207,467	D	\$0.00	10,546,738	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		207,467	D	\$0.00	10,339,271	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		69,156	D	\$0.00	10,270,115	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		106,937	D	\$0.00	10,163,178	I	See footnote ⁽⁶⁾

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/19/2019		J ⁽⁷⁾		737	D	\$0.00	10,162,441	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		9,211	D	\$0.00	10,153,230	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		3,684	D	\$0.00	10,149,546	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		3,684	D	\$0.00	10,145,862	I	See footnote ⁽⁶⁾
Common Stock	12/19/2019		J ⁽⁷⁾		1,842	D	\$0.00	10,144,020	I	See footnote ⁽⁶⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series C Contingent Convertible Preferred Stock	(9)	12/19/2019		P		820,000		(9)	(10)	Common Stock	820,000	\$2.5	820,000	I	See footnote ⁽¹⁾
Series C Contingent Convertible Preferred Stock	(9)	12/19/2019		P		400,000		(9)	(10)	Common Stock	400,000	\$2.5	400,000	I	See footnote ⁽²⁾
Series C Contingent Convertible Preferred Stock	(9)	12/19/2019		P		800,000		(9)	(10)	Common Stock	800,000	\$2.5	800,000	I	See footnote ⁽³⁾
Series C Contingent Convertible Preferred Stock	(9)	12/19/2019		P		200,000		(9)	(10)	Common Stock	200,000	\$2.5	200,000	I	See footnote ⁽⁴⁾

1. Name and Address of Reporting Person *

GOFF JOHN C

(Last) (First) (Middle)

500 COMMERCE STREET

(Street)

FORT WORTH TX 76102

(City)

(State)

(Zip)

1. Name and Address of Reporting Person *

[Goff MCF Partners, LP](#)

(Last)	(First)	(Middle)
500 COMMERCE STREET		
SUITE 700		

(Street)

FORT WORTH	TX	76102
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(City)	(State)	(Zip)
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1. Name and Address of Reporting Person *

[Goff Capital, Inc.](#)

(Last)	(First)	(Middle)
500 COMMERCE STREET		
SUITE 700		

(Street)

FORT WORTH	TX	76102
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(City)	(State)	(Zip)
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1. Name and Address of Reporting Person *

[JCG 2016 Holdings, LP](#)

(Last)	(First)	(Middle)
500 COMMERCE STREET		

(Street)

FORT WORTH	TX	76102
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(City)	(State)	(Zip)
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1. Name and Address of Reporting Person *

[John C. Goff 2010 Family Trust](#)

(Last)	(First)	(Middle)
500 COMMERCE STREET		
SUITE 700		

(Street)

FORT WORTH	TX	76102
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(City)	(State)	(Zip)
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Explanation of Responses:

1. These securities are held directly by the The John C. Goff 2010 Family Trust (the Trust). John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.
2. These securities are held directly by Goff Family Investments, LP (Goff Investments). Goff Capital, Inc. (Goff Capital) is the general partner of Goff Investments and, as such, it may be deemed to beneficially own the securities held by Goff Investments. The Trust is the controlling shareholder of Goff Capital and, as such, it may be deemed to beneficially own the securities held by Goff Capital. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.
3. These securities are held directly by JCG 2016 Holdings, LP (JCG Holdings). JCG 2016 Management, LLC (JCG Management) is the general partner of JCG Holdings and, as such, it may be deemed to beneficially own the securities held by JCG Holdings. John C. Goff is the manager of JCG Management, and, as such, he may be deemed to beneficially own the securities held by JCG Management.
4. These securities are held directly by Kulik Partners, LP (Kulik Partners). Kulik GP, LLC (Kulik GP) is the general partner of Kulik Partners and, as such, may be deemed to beneficially own the securities held by Kulik Partners. John C. Goff is the manager of Kulik GP, and, as such, he may be deemed to beneficially own the securities held by Kulik GP.
5. The Common Stock directly held by John C. Goff. The Common Stock was issued directly to Mr. Goff in connection with his service as a member of the board of directors of the Issuer.
6. These securities are held directly by Goff MCF Partners, LP (Goff MCF). GFS Contango GP, LLC (GFS Contango) is the general partner of Goff MCF, and, as such, it may be deemed to beneficially own the securities held by Goff MCF. GFS Management, LLC (GFS Management) is the managing member of GFS Contango and, as such, it may be deemed to beneficially own the securities held by GFS Contango. Goff Focused Strategies LLC (GFS) is the managing member of GFS Management and, as such, it may be deemed to beneficially own the securities held by GFS Management. GFT Strategies, LLC (GFT) is the controlling equity holder of GFS and, as such, it may be deemed to beneficially own the securities held by GFS. The Trust is the managing member of GFT and, as such, it may be deemed to beneficially own the securities held by GFT. John C. Goff is the trustee of the Trust and, as such, he may be deemed to beneficially own the securities held by the Trust.
7. Represents a pro rata distribution, and not a purchase or sale, without additional consideration by Goff MCF to its limited partners. Each of the Trust, Goff Investments, JCG Holdings and Kulik Partners received shares of Common Stock from Goff MCF in connection with the distribution.
8. Prior to the distribution, these securities were held directly by Goff MCF.

9. The Series C Preferred Stock is convertible into shares of Common Stock on a one-for-one basis upon the approval by the shareholders of the Issuer, in accordance with applicable law and the applicable rules and regulations of the principal national securities exchange on which the Common Stock is listed for trading.

10. The Series C Preferred Stock has no expiration date.

Remarks:

<u>John C. Goff</u>	<u>12/23/2019</u>
<u>Goff MCF Partners, LP, By:</u>	
<u>GFS Contango GP, LLC, its</u>	
<u>General Partner, By: John C.</u>	<u>12/23/2019</u>
<u>Goff, Chief Executive Officer</u>	
<u>Goff Capital, Inc., By: John C.</u>	
<u>Goff, Chief Executive Officer</u>	<u>12/23/2019</u>
<u>JCG 2016 Holdings, LP, By:</u>	
<u>JCG 2016 Management, LLC,</u>	
<u>its General Partner, By: John C.</u>	<u>12/23/2019</u>
<u>Goff, Manager</u>	
<u>John C. Goff 2010 Family</u>	
<u>Trust, By: John C. Goff,</u>	<u>12/23/2019</u>
<u>Trustee</u>	

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.