

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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) <u>500 COMMERCE STREET</u> _____ (Street) <u>FORT WORTH TX 76102</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONTANGO OIL &amp; 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) <u>12/27/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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								4,411,830	I	See footnotes <sup>(1)(6)(7)(8)</sup>
Common Stock								1,021,561	I	See footnotes <sup>(2)(6)(7)(8)</sup>
Common Stock	12/27/2018		P		32,102	A	\$3.1852	712,977	I	See footnotes <sup>(3)(6)(7)(8)</sup>
Common Stock	12/27/2018		P		7,101	A	\$3.1857	72,764	I	See footnotes <sup>(5)(6)(7)(8)</sup>
Common Stock								69,661	I	By SEP IRA
Common Stock	12/27/2018		P		25,000	A	\$3.1852	578,398	I	See footnotes <sup>(4)(6)(7)(8)</sup>

**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					

1. Name and Address of Reporting Person* <u>GOFF JOHN C</u> _____ (Last) (First) (Middle) <u>500 COMMERCE STREET</u> _____ (Street) <u>FORT WORTH TX 76102</u> _____ (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">Goff MCF Partners, LP</a>		
(Last)	(First)	(Middle)
500 COMMERCE STREET SUITE 700		
(Street)		
FORT WORTH	TX	76102
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Goff Capital, Inc.</a>		
(Last)	(First)	(Middle)
500 COMMERCE STREET SUITE 700		
(Street)		
FORT WORTH	TX	76102
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">John C. Goff 2010 Family Trust</a>		
(Last)	(First)	(Middle)
500 COMMERCE STREET SUITE 700		
(Street)		
FORT WORTH	TX	76102
(City) (State) (Zip)		

**Explanation of Responses:**

1. These securities are held directly by Goff MCF Partners, LP (Goff MCF). Goff Capital, Inc. (Goff Capital) is the general partner of Goff MCF, and, as such, it may be deemed to beneficially own the securities held by Goff MCF. The John C. Goff 2010 Family Trust (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.
2. These securities are held directly by Goff REN Holdings, LLC (Goff REN). GFS REN GP, LLC (REN GP) is the managing member of Goff REN and, as such, it may be deemed to beneficially own the securities held by Goff REN. GFS Management, LLC (GFS Management) is the managing member of REN GP and, as such, it may be deemed to beneficially own the securities held by REN GP. 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.
3. These securities are held directly by Goff REN II. REN GP is the managing member of Goff REN II and, as such, it may be deemed to beneficially own the securities held by Goff REN II. GFS Management is the managing member of REN GP and, as such, it may be deemed to beneficially own the securities held by REN GP. 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 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.
4. These securities are held directly by 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.
5. These shares are held directly by Goff Family Investments, LP (Goff Investments). Goff Capital is the general partner of Goff Investments and, as such, it may be deemed to beneficially own the securities held by the 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.
6. Goff Capital, Goff REN, Goff REN II, REN GP, GFS, GFT, the Trust, Goff MCF, GFS Management, and Goff Investments may be considered a group under Section 13(d) of the Exchange Act; however, neither the fact of this filing nor anything contained herein shall be deemed to be an admission by such persons that such a group exists.
7. For purposes of this filing, "Reporting Persons" means, as applicable, Goff MCF, Goff Capital, the Trust, and John C. Goff.
8. The filing of this statement by the Reporting Persons shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, such Reporting Persons are the beneficial owners of the securities reported herein and each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Act, except to the extent of such Reporting Person's pecuniary interest therein.

**Remarks:**

[John C. Goff](#) [12/28/2018](#)  
[Goff MCF Partners, LP, By:](#)  
[Goff Capital, Inc. the general](#) [12/28/2018](#)  
[partner, By John C. Goff,](#)  
[President](#)  
[Goff Capital, Inc., By: John C.](#) [12/28/2018](#)  
[Goff, President](#)

John C. Goff 2010 Family  
Trust, By: John C. Goff,  
Trustee

12/28/2018

\*\* 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.**