

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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 & 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>12/17/2019</u>	
	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	12/17/2019		C		947,370	A	\$0.95 ⁽⁵⁾⁽⁶⁾	3,227,556	D	
Common Stock	12/17/2019		C		344,230	A	\$2 ⁽⁵⁾⁽⁶⁾	3,571,786	D	
Common Stock	12/17/2019		C		6,947,370	A	\$0.95 ⁽⁷⁾⁽⁸⁾	27,569,727	I	See footnote ⁽¹⁾
Common Stock	12/17/2019		C		3,196,650	A	\$2 ⁽⁷⁾⁽⁸⁾	30,766,377	I	See footnote ⁽¹⁾
Common Stock								2,312,936	I	See footnote ⁽²⁾
Common Stock								72,764	I	See footnote ⁽³⁾
Common Stock								16,082	D ⁽⁴⁾	

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 A Preferred Stock	(9)	12/17/2019		C		94,737		(9)	(10)	Common Stock	947,370	\$0.00	0	D	
Series A Preferred Stock	(9)	12/17/2019		C		694,737		(9)	(10)	Common Stock	6,947,370	\$0.00	0	I	See footnote ⁽¹⁾
Series B Preferred Stock	(11)	12/17/2019		C		319,665		(11)	(12)	Common Stock	3,196,650	\$0.00	0	I	See footnote ⁽¹⁾
Series B Preferred Stock	(11)	12/17/2019		C		34,423		(11)	(12)	Common Stock	344,230	\$0.00	0	D	

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
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Goff Capital, Inc.		
(Last)	(First)	(Middle)
500 COMMERCE STREET SUITE 700		
(Street)		
FORT WORTH	TX	76102
(City)	(State)	(Zip)
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
(City)	(State)	(Zip)

Explanation of Responses:

1. 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 John C. Goff 2010 Family Trust (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.
2. 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.
3. These shares 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.
4. 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.
5. The Series A Preferred Stock and Series B Preferred Stock held by John C. Goff in a SEP-IRA were converted to Common Stock on a ten-for-one basis on December 17, 2019, after the board of directors of the Issuer and the holders of a majority of the voting power of the outstanding shares of the Issuer entitled to vote approved (i) an amendment to the Issuer's Amended and Restated Certificate of Formation to increase the number of authorized shares of Common Stock from 100,000,000 shares to 200,000,000 shares and (ii) the conversion of the Issuer's Series A Preferred Stock into, and the issuance upon such conversion of, 7,894,740 shares of Common Stock, which shareholder approval was required by the rules and regulations of the NYSE American.
6. (Continued from Footnote 5) The Series A Preferred stock was originally acquired on September 13, 2019 at a price of \$9.50 per share of Series A Preferred Stock. The Series B Preferred stock was originally acquired on October 30, 2019 at a price of \$20.00 per share of Series B Preferred Stock.

7. The Series A Preferred Stock and Series B Preferred Stock directly held by Goff MCF were converted to Common Stock on a ten-for-one basis on December 17, 2019, after the board of directors of the Issuer and the holders of a majority of the voting power of the outstanding shares of the Issuer entitled to vote approved (i) an amendment to the Issuer's Amended and Restated Certificate of Formation to increase the number of authorized shares of Common Stock from 100,000,000 shares to 200,000,000 shares and (ii) the conversion of the Issuer's Series A Preferred Stock into, and the issuance upon such conversion of, 7,894,740 shares of Common Stock, which shareholder approval was required by the rules and regulations of the NYSE American.

8. (Continued from Footnote 7) The Series A Preferred stock was originally acquired on September 13, 2019 at a price of \$9.50 per share of Series A Preferred Stock. The Series B Preferred stock was originally acquired on October 30, 2019 at a price of \$20.00 per share of Series B Preferred Stock.

9. The Series A Preferred Stock was convertible into shares of Common Stock on a ten-for-one basis upon the occurrence of (i) the effectiveness of an amendment to the Certificate of Formation of the Issuer to increase the number of authorized shares of Common Stock by at least 50,000,000 shares and (ii) if necessary, approval by the shareholders of the Issuer, in accordance with applicable law and stock exchange rules and regulations, of the issuance of the shares of Common Stock to be issued upon conversion of the Series A Preferred Stock and the issuance of such shares of Common Stock at a discount to an insider of the Issuer.

10. The Series A Preferred Stock had no expiration date.

11. The Series B Preferred Stock was convertible into shares of Common Stock on a ten-for-one basis upon the occurrence of (i) the effectiveness of an amendment to the Certificate of Formation of the Issuer to increase the number of authorized shares of Common Stock by at least 50,000,000 shares and (ii) if necessary, approval by the shareholders of the Issuer, in accordance with applicable law and stock exchange rules and regulations, of the issuance of the shares of Common Stock to be issued upon conversion of the Series B Preferred Stock and the issuance of such shares of Common Stock at a discount to an insider of the Issuer.

12. The Series B Preferred Stock had no expiration date.

Remarks:

<u>John C. Goff</u>	<u>12/17/2019</u>
<u>Goff MCF Partners, LP, By:</u>	
<u>GFS Contango GP, LLC, its</u>	
<u>General Partner. By: John C.</u>	<u>12/17/2019</u>
<u>Goff, Chief Executive Officer</u>	
<u>Goff Capital, Inc., By: John C.</u>	
<u>Goff, Chief Executive Officer</u>	<u>12/17/2019</u>
<u>John C. Goff 2010 Family</u>	
<u>Trust, By: John C. Goff.</u>	<u>12/17/2019</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.