

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>Colyer Wilkie Schell Jr</u> (Last) (First) (Middle) <u>C/O CONTANGO OIL & GAS COMPANY</u> <u>717 TEXAS STREET, SUITE 2900</u> (Street) <u>HOUSTON TX 77002</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2019</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	12/19/2019		j ⁽¹⁾		103,733	A	\$0.00	111,533	D ⁽²⁾	
Common Stock	12/19/2019		j ⁽¹⁾		691,556	A	\$0.00	691,556	I	By Colyer Holdings, LP ⁽³⁾
Common Stock	12/19/2019		j ⁽¹⁾		207,467	A	\$0.00	207,467	I	By CCC Resources Ltd. ⁽⁴⁾
Common Stock								600	I	By Peyton E Colyer UTMA

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 Preferred Stock	(5)	12/19/2019		P		60,000		(5)	(6)	Common Stock	60,000	\$2.5	60,000	D	

Explanation of Responses:

- Distribution from Goff MCF Partners, LP ("Goff MCF"), of which the reporting person is a non-managing member.
- In addition to the shares beneficially owned by Mr. Colyer, as reported herein, Mr. Colyer has an economic interest in an additional 38,730 shares of Common Stock, through his ownership interest in Goff MCF. The reporting person disclaims beneficial ownership of the 38,730 shares of Common Stock.
- The reporting person has a 50% ownership interest in Colyer Holdings, LP ("Colyer Holdings"). The general partner of Colyer Holdings is Colyer Interests, LLC, of which the reporting person is the managing member and has a 50% ownership interest. The reporting person shares voting and dispositive power over the 691,556 shares of Common Stock. In addition to the 691,556 shares of Common Stock beneficially owned by Colyer Holdings, as reported herein, Colyer Holdings has an economic interest in an additional 258,220 shares of Common Stock, through its ownership interest in Goff MCF. The reporting person disclaims beneficial ownership of the 258,220 shares of Common Stock.
- The reporting person disclaims beneficial ownership of the 207,467 shares of Common Stock. In addition to the 207,467 shares of Common Stock beneficially owned by CCC Resources Ltd. ("CCC Resources"), as reported herein, CCC Resources has an economic interest in an additional 77,460 shares of Common Stock, through its ownership interest in Goff MCF. The reporting person disclaims beneficial ownership of the 77,460 shares of Common Stock.

5. The Series C Preferred Stock is convertible into shares of Common Stock on a one-for-one basis upon the occurrence of 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 C Preferred Stock.

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

Remarks:

/s/ Wilkie S. Colyer

12/23/2019

** 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.