

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>McLawhorn Charles L III</u>  (Last) (First) (Middle) 717 TEXAS AVENUE SUITE 2900  (Street) HOUSTON TX 77002  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP/General Counsel/Corp Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/21/2021</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	01/21/2021		A		7,973	A	\$0.00 <sup>(1)(2)</sup>	7,973	D	

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. This Form 4 reports securities acquired in connection with the merger (the "Merger") contemplated by that certain Agreement and Plan of Merger, dated as of October 25, 2020, by and among Contango Oil & Gas Company ("Contango"), Michael Merger Sub LLC ("Merger Sub"), Mid-Con Energy Partners, LP ("Mid-Con") and Mid-Con Energy GP, LLC ("Mid-Con GP") (the "Merger Agreement"). On January 21, 2021, as a result of the Merger contemplated by the Merger Agreement, at the Effective Time (as defined in the Merger Agreement), each outstanding eligible common unit representing limited partner interests in Mid-Con (each, a "Mid-Con Common Unit") was converted automatically into the right to receive 1.7500 (the "Exchange Ratio") shares of common stock of Contango ("Contango Common Stock"), with cash paid in lieu of the issuance of any fractional shares of Contango Common Stock.

2. The shares of Contango Common Stock reported above were acquired by the Reporting Person as a result of the Merger in respect of the Mid-Con Common Units owned by the Reporting Person immediately prior to the Effective Time in a transaction exempt pursuant to Rule 16b-3. On the trading day immediately prior to the Effective Time, the closing price of Contango Common Stock was \$2.85 per share.

**Remarks:**

This Form 4 has been signed by E. Joseph Grady, Assistant Secretary of Contango Oil & Gas Company, on behalf of Mr. McLawhorn.

/s/E. Joseph Grady 01/25/2021  
 \*\* 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.