### Edgar Filing: CARRIZO OIL & GAS INC - Form 4

	DIL & GAS INC											
Form 4 May 19, 201	6											
									OMB APPROVAL			
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont	6. r Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section							Expires: January 31 2005 Estimated average burden hours per response 0.5			
See Instru 1(b).	uction	30(h)	of the In	vestment	Compai	ıy Ас	ct of 1940	)				
(Print or Type F	Responses)											
1. Name and Address of Reporting Person <u>*</u> Pitts David L.			2. Issuer Name <b>and</b> Ticker or Trading Symbol CARRIZO OIL & GAS INC [CRZO]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 500 DALLAS STREET, SUITE 2300 (Street)			<ul> <li>3. Date of Earliest Transaction (Month/Day/Year)</li> <li>05/18/2016</li> <li>4. If Amendment, Date Original Filed(Month/Day/Year)</li> </ul>					Director 10% Owner Officer (give title Other (specify below) VP & Chief Financial Officer 6. Individual or Joint/Group Filing(Check Applicable Line)				
												HOUSTON
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secui		ired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Executior any (Month/D	n Date, if	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	05/18/2016			М	8,029	$\frac{A}{(1)}$	\$ 25.56	54,059	D			
Common Stock	05/18/2016			D	8,029	D (1)	\$ 37.985	46,030	D			

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

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# 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. Transactic Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights (2)	\$ 25.56	05/18/2016		М		8,029	(3)	05/18/2016	Common Stock	8,029

## **Reporting Owners**

Reporting Owner Name / Addro	ess	Relationships						
	Director	10% Owner	Officer	Other				
Pitts David L. 500 DALLAS STREET SUITE 2300 HOUSTON, TX 77002			VP & Chief Financial Officer					
Signatures								
/s/ David L. Pitts	05/19/2016							
**Signature of	Date							

### **Explanation of Responses:**

\* 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).

Pursuant to the requirements of Form 4, the exercise of cash settled stock appreciation rights are presented as an acquisition and(1) disposition of common stock. Contrary to this presentation, because the stock appreciation rights were settled in cash, no shares of common stock were issued to or sold by the reporting person.

- (2) These stock appreciation rights are settled solely in cash.
- (3) These stock appreciation rights vested in three installments of 40%, 40% and 20% on May 29, 2013, May 29, 2014 and May 29, 2015, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Person