

MAYELL MICHAEL J

Form 5

February 11, 2009

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
MAYELL MICHAEL J2. Issuer Name **and** Ticker or Trading
Symbol
MERIDIAN RESOURCE CORP
[TMR]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)1401 ENCLAVE
PARKWAY, SUITE 300

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77077

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2008	Â (1)	I	9,413	A \$ (1) 112,853	I	401K
Common Stock	07/02/2008	Â	M4	1,307,691	A \$ 3.03 1,085,611	D	Â
Common Stock	07/02/2008	Â (3)	F4	466,543	D \$ (3) 1,085,611	D	Â

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

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SEC 2270
(9-02)

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 a Underly (Instr. 3)
					(A) (D)	Date Exercisable Expiration Date	Title
Deferred Compensation Right to Receive Restricted Stock	Â	12/31/2008	Â (2)	A(2)	176,792 (2)	Â (2) Â (2)	Comm Stock
Deferred Compensation Right to Receive Restricted Stock	\$ 3.03	07/02/2008	Â	M4	Â 1,307,691	Â (2) Â (2)	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYELL MICHAEL J 1401 ENCLAVE PARKWAY SUITE 300 HOUSTON, TX 77077	Â X	Â	Â	Â

Signatures

/s/ Michael J. Mayell
02/09/2009
**Signature of Reporting Person 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).
- (1) Acquisition under Company 401(k) plan at varying prices throughout the year.

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- Effective April 29, 2008, the Deferred Compensation Plan (DCP) for Mr. Mayell was terminated. Pursuant to the termination of the DCP,
- (2) 1,307,691 shares were awarded to Mr. Mayell. These shares reflect the rights to receive shares that Mr. Mayell had accumulated through compensation deferrals in prior years under the DCP.
 - (3) In conjunction with the receipt of shares of Common Stock described in Note 2, 466,543 shares of Common Stock were returned to the Company by Mr. Mayell as payment for his share of related withholding taxes.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.