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SHELL OIL CO
Form SC 13D/A
July 22, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3)

The Meridian Resource Corporation

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

58977Q109

(CUSIP Number)

Stephen J. Paul, Assistant Secretary
Shell Oil Company
910 Louisiana Street
Houston, Texas 77002
(713) 241-4112

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

July 21, 2004

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (However, see the Notes).

SCHEDULE 13D/A

CUSIP NO. 58977Q109

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
	Shell Oil Company EIN#13-1299890

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) <input type="checkbox"/>
	(b) <input type="checkbox"/>
	N/A

3	SEC USE ONLY

4	SOURCE OF FUNDS
	OO

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware

	7 SOLE VOTING POWER
NUMBER OF	-0-
SHARES	-----
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	-7,082,030-
EACH	-----
REPORTING	9 SOLE DISPOSITIVE POWER
PERSON	-0-
WITH	-----
	10 SHARED DISPOSITIVE POWER
	-7,082,030-

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	-7,082,030-

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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-9.8%-

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D/A

CUSIP NO. 58977Q109

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SWEPI LP EIN# 76-0073231

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

N/A

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

-7,082,030-

OWNED BY

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

-0-

PERSON

10 SHARED DISPOSITIVE POWER

WITH

-7,082,030-

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-7,082,030-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

-9.8%-

14 TYPE OF REPORTING PERSON

PN

ITEM 2. Identity and Background.

SWEPI LP, Delaware limited partnership ("SWEPI"), is the successor by merger of Shell Louisiana Onshore Properties Inc. ("SLOPI"). The general partner of SWEPI is Shell Energy Holding GP LLC, a Delaware limited liability company ("Holding"). Both SWEPI and Holding are wholly owned subsidiaries of Shell Oil Company ("Shell Oil"). SLOPI was, and SWEPI now is, the owner of 7,082,030 shares of the common stock (the "Shares") of The Meridian Resource Corporation (the "Company"). SLOPI and Shell Oil have previously filed a Schedule 13D and amendments thereto with respect to the Shares.

SWEPI is engaged in the business of exploring for, developing, and producing oil and natural gas in the United States. Its principal business office is 200 N. Dairy Ashford, Houston, Texas, 77079.

Directors and executive officers of SWEPI and the current directors and executive officers of Shell Oil are listed on Attachment 1 hereto. Neither Shell Oil, nor SWEPI, nor any of their directors or executive officers, have been, during the past five years, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

This amendment is being filed by SWEPI and Shell Oil to report that SWEPI has entered into a Stock Purchase Agreement with the Company dated July 21, 2004 (the "Stock Purchase Agreement"). The Stock Purchase Agreement provides that SWEPI will sell to the Company and the Company will purchase from SWEPI, out of proceeds of a public offering of shares of the Company that the Company expects to complete on or about July 28, 2004, up to 6,000,000 of the Shares to the Company. This sale and purchase is conditioned upon, among other things, successful completion of the Company's public offering. The amount of shares that SWEPI sells to the Company and the price per share will depend upon the

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amount of common stock the Company sells in such offering, and the price at which the Company sells such shares.

In addition, the Stock Purchase Agreement provides that, for a period of 30 days from the date the Company executes its agreement with underwriters, the Company will purchase and SWEPI will sell up to 1,082,030 additional Shares if and to the extent that underwriters in the public offering described above exercise an over-allotment option set forth in the Underwriting Agreement between the Company and the underwriters.

ITEM 7. Materials to be filed as Exhibits.

1 - Stock Purchase Agreement dated July 21, 2004 between SWEPI LP and The Meridian Resource Corporation.

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, I certify that the information set forth in this statement is true, complete and correct.

July 22, 2004.

SHELL OIL COMPANY

By: S.J. PAUL

Name: S.J. Paul
Title: Assistant Secretary

SWEPI LP

By: S.J. PAUL

Name: S.J. Paul
Title: Secretary

ATTACHMENT 1

DIRECTORS AND EXECUTIVE OFFICERS SHELL OIL COMPANY

NAME AND BUSINESS ADDRESS	CITIZENSHIP	POSITION
L.L. Elsenhans 910 Louisiana Street Houston, Texas 77002	U.S.A.	Director President
R. J. Decyk 910 Louisiana Street Houston, Texas 77002	U.S.A.	Director Sr. Vice President Corporate Affairs and Human Resources
G.M. Cowan 910 Louisiana Street Houston, Texas 77002	UK	Director CFO, Vice President, Finance

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C. A. Lamboley
910 Louisiana Street
Houston, Texas 77002

U.S.A.

Director, Sr. Vice
President, Legal
General Counsel
Corp. Secretary

T. T. Coles
910 Louisiana Street
Houston, Texas 77002

U.S.A.

Vice President,
Tax

DIRECTORS AND EXECUTIVE OFFICERS SWEPI LP

NAME AND BUSINESS ADDRESS

CITIZENSHIP

POSITION

W.D. Purvis
200 N. Dairy Ashford
Houston, Texas 77079

U.S.A.

Director
President

J.C. Rambousek
200 N. Dairy Ashford
Houston, Texas 77079

U.S.A.

Director

W. T. Mooney
200 N. Dairy Ashford
Houston, Texas 77079

U.S.A.

Director
Vice-President,
Tax

EXHIBIT 1

STOCK PURCHASE AGREEMENT