

W&T OFFSHORE INC  
 Form 4/A  
 July 14, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Schroeder Stephen L

(Last) (First) (Middle)  
 NINE GREENWAY PLAZA,  
 SUITE 300  
 (Street)

HOUSTON, TX 77046

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 W&T OFFSHORE INC [WTI]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 07/12/2016

4. If Amendment, Date Original Filed(Month/Day/Year)  
 07/12/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 SVP & Chief Technical Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

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 (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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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|                        | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) |     | Date Exercisable | Expiration Date | Title        | Amount Number Shares |
|------------------------|------------------------------|------------------|------------|---------------------------------|-----|------------------|-----------------|--------------|----------------------|
|                        |                              |                  |            | (A)                             | (D) |                  |                 |              |                      |
| RESTRICTED STOCK UNITS | (1)                          | 07/12/2016       | A          | 222,431<br>(3)                  |     | (2)              | (2)             | Common Stock | 222,431<br>(3)       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Schroeder Stephen L<br>NINE GREENWAY PLAZA, SUITE 300<br>HOUSTON, TX 77046 |               |           | SVP & Chief Technical Officer |       |

## Signatures

/s/ By Thomas F. Getten, attorney-in-fact for Stephen L. Schroeder 07/14/2016

\_\_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) Each restricted stock unit represents a contingent right to receive one share of WTI common stock or its cash equivalent, as determined at the time of settlement by WTI.  
The vesting of the restricted stock units is subject to service and performance conditions during calendar year 2016, and a service condition thereafter until December 14, 2018. If these conditions are met, then the restricted stock units will vest on December 14, 2018.
- (2) The number of restricted stock units eligible for vesting is subject to adjustment to reflect the achievement of performance goals by the reporting person during the applicable performance period.
- (3) This amended Form 4 is being submitted because the original Form 4 filed on July 12, 2016 contained an incorrect amount of derivative securities granted to this reporting person.

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.