

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-04**
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ISSUER

BILL BARRETT CORP

CIK: [1172139](#) | IRS No.: **800000545** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
*1099 18TH STREET
SUITE 2300
DENVER CO 80202*

Business Address
*1099 18TH STREET
SUITE 2300
DENVER CO 80202
303-293-9100*

REPORTING OWNER

WOODALL R SCOT

CIK: [1282383](#)
Type: **4** | Act: **34** | File No.: [001-32367](#) | Film No.: **13520209**

Mailing Address
*1099 18TH STREET
SUITE 2300
DENVER CO 80202*

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person WOODALL R SCOT			2. Issuer Name and Ticker or Trading Symbol BILL BARRETT CORP [BBG]		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) COO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2013			
1099 18TH STREET, SUITE 2300						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
DENVER, CO 80202						
(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 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	01/04/2013		J	V	23.6 ⁽¹⁾	A	\$ 0	1,340.49	I	By 401(k) Plan
Common Stock	01/07/2013		A		19,509 ⁽²⁾	A	\$ 0	91,293 ⁽³⁾	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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. These shares were acquired as a portion of the issuer's matching of contributions pursuant to the issuer's 401(k) plan. Transaction exempt under Rule 16b-3(c).

2. Represents a grant of a restricted stock award ("RSAs") equal to a number of shares having a fair market value on the date of grant equal to \$350,000 for service as interim Chief Executive Officer and President. The RSAs will vest on December 31, 2013, subject to vesting requirements based on the Mr. Woodall remaining an employee of the Issuer on December 31, 2013 and having exercised satisfactory performance up to and including December 31, 2013, as determined in the sole judgment of the Compensation Committee of the Board.
3. Includes 65,883 shares subject to forfeiture and vesting requirements.

Signatures

/s/ Francis B. Barron, as Attorney-in-Fact

** Signature of Reporting Person

01/09/2013

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.