

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-28** | Period of Report: **2012-12-17**
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ISSUER

W&T OFFSHORE INC

CIK: **1288403** | IRS No.: **721121985** | State of Incorpor.: **TX** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
*EIGHT GREENWAY PLZ
STE 1330
HOUSTON TX 77046*

REPORTING OWNER

Schroeder Stephen L

CIK: **1368760**
Type: **4/A** | Act: **34** | File No.: **001-32414** | Film No.: **13550756**

Mailing Address
*C/O W&T OFFSHORE, INC.
EIGHT GREENWAY PLAZA,
SUITE 1330
HOUSTON TX 77046*

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 Schroeder Stephen L | | | 2. Issuer Name and Ticker or Trading Symbol W&T OFFSHORE INC [WTI] | | | 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) SVP & Chief Technical Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/17/2012 | | | | | |
| NINE GREENWAY PLAZA, SUITE 300 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) 12/18/2012 | | | 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 | | |
| (Street) HOUSTON, TX 77046 | | | | | | | | |
| (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 | 12/17/2012 | | M | | 72,650 | A (I) | \$ 0 | 166,107 ⁽²⁾ | D | |
| COMMON STOCK | 12/17/2012 | | E | | 19,216 | D | \$16.68 | 146,891 ⁽²⁾ | 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) | | 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) | | | | | |

Explanation of Responses:

1. On December 17, 2012, reporting person's 72,650 restricted stock units, which were granted on August 3, 2010, vested, and the reporting person received 72,650 shares of WTI common stock.
2. This amendment is being filed to correct a misstatement of the total number of shares held following the transactions reported in the Form 4 filed on December 18, 2012.

Signatures

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

** Signature of Reporting Person

01/28/2013

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.