

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**

SEC Accession No. **0001104659-06-000705**

([HTML Version](#) on [secdatabase.com](#))

ISSUER

CLAYTON WILLIAMS ENERGY INC /DE

CIK: **880115** | IRS No.: **752396863** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address
*SIX DESTA DRIVE
STE 6500
MIDLAND TX 79705*

Business Address
*SIX DESTA DR
STE 6500
MIDLAND TX 79705
9156826324*

REPORTING OWNER

Clajon Holding CORP

CIK: **1329021** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-10924** | Film No.: **06513978**

Mailing Address
*6 DESTA DRIVE, SUITE 6500
MIDLAND TX 79705*

Business Address
*6 DESTA DRIVE, SUITE 6500
MIDLAND TX 79705
432-688-3038*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden
 hours per response 0.5

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 Clajon Holding CORP			2. Issuer Name and Ticker or Trading Symbol CLAYTON WILLIAMS ENERGY INC /DE [CWEI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
6 DESTA DRIVE, SUITE 6500			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) MIDLAND, TX 79705						
(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, \$.10 par value	01/03/2006		P		669	A	\$41.82	4,164,655	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		200	A	\$41.84	4,164,855	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		146	A	\$41.88	4,165,001	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		500	A	\$41.91	4,165,501	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		200	A	\$41.92	4,165,701	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		200	A	\$41.95	4,165,901	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		400	A	\$41.96	4,166,301	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		100	A	\$41.97	4,166,401	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		1,600	A	\$41.99	4,168,001	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		880	A	\$42.02	4,168,881	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		200	A	\$42.03	4,169,081	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		300	A	\$42.18	4,169,381	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		600	A	\$42.29	4,169,981	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		100	A	\$42.32	4,170,081	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		100	A	\$42.35	4,190,181	I	See ⁽¹⁾

Common Stock, \$.10 par value	01/03/2006		P		300	A	\$42.45	4,190,481	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		500	A	\$42.55	4,170,981	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		100	A	\$42.59	4,171,081	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		100	A	\$42.6	4,171,181	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		200	A	\$42.63	4,171,381	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		91	A	\$42.67	4,171,472	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		309	A	\$42.7	4,171,781	I	See ⁽¹⁾
Common Stock, \$.10 par value	01/03/2006		P		200	A	\$43.19	4,171,981	I	See ⁽¹⁾

**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 are owned by Clayton Williams Partnership, Ltd., a family limited partnership (3,977,197 shares) and CWPLCO, Inc. (194,784 shares). CWPLCO, Inc. is the wholly owned subsidiary of the reporting person and is the sole general partner of Clayton Williams Partnership, Ltd.

Signatures

/s/ Clajon Holding Corporation by L. Paul Latham, Vice President

** Signature of Reporting Person

01/05/2006

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.