

CONTANGO OIL & GAS CO  
Form 8-K  
February 24, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported)

February 24, 2004

**CONTANGO OIL & GAS COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-16317**  
(Commission  
File Number)

**95-4079863**  
(IRS Employer  
Identification No.)

**3700 BUFFALO SPEEDWAY, SUITE 960**

**HOUSTON, TEXAS 77098**

(Address of principal executive offices)

**(713) 960-1901**

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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**ITEM 5. OTHER EVENTS.**

On February 24, 2004, Contango Oil & Gas Company (the Company) filed a registration statement on Form S-3 with the Securities and Exchange Commission for a secondary offering by certain selling stockholders. A copy of the Company's press release, dated February 24, 2004, regarding the filing is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.**

**(c) Exhibits**

The following is a list of exhibits filed as part of this Form 8-K:

<b>Exhibit No.</b>	<b>Description of Document</b>
99.1	Press release dated February 24, 2004.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONTANGO OIL & GAS COMPANY**

Date: February 24, 2004

By: /s/ Kenneth R. Peak

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Kenneth R. Peak

Chairman, Chief Executive Officer, and

Chief Financial Officer