

# **CARRIZO OIL & GAS INC**

Reported by  
**MORTON GERALD A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/31/17 for the Period Ending 07/27/17

Address	500 DALLAS STREET SUITE 2300 HOUSTON, TX 77002
Telephone	7133281000
CIK	0001040593
Symbol	CRZO
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>MORTON GERALD A</b>  (Last) (First) (Middle)  <b>500 DALLAS STREET, SUITE 2300</b>  (Street)  <b>HOUSTON, TX 77002</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CARRIZO OIL &amp; GAS INC [ CRZO ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>General Counsel &amp; VP-Bus Dev</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>7/27/2017</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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	Title	Amount or Number of Shares				
Restricted Stock Units (1)	\$0.0	7/27/2017		A		31488		(2)	(2)	Common Stock	31488.0	\$0	31488	D	
Stock Appreciation Rights (3)	\$26.94	7/27/2017		A		27184		(4)	3/23/2022	Common Stock	27184.0	\$0	27184	D	

#### Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (2) These restricted stock units vest in three equal installments on March 17, 2018, March 17, 2019 and March 17, 2020.
- (3) These stock appreciation rights are settled solely in cash.
- (4) These stock appreciation rights vest in two equal installments on March 17, 2018 and March 17, 2019.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MORTON GERALD A 500 DALLAS STREET SUITE 2300 HOUSTON, TX 77002</b>			<b>General Counsel &amp; VP-Bus Dev</b>	

#### Signatures

/s/ **David L. Pitts, attorney-in-fact**

**7/31/2017**

\*\*Signature of Reporting Person

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.

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