

JOHNSON S P IV  
Form 4  
March 19, 2019

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON S P IV

2. Issuer Name and Ticker or Trading Symbol  
CARRIZO OIL & GAS INC  
[CRZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
500 DALLAS STREET, SUITE 2300  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/15/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/15/2019		S <sup>(1)</sup>		\$ 8,000	D	
Common Stock	03/17/2019		M		7,556 <sup>(3)</sup>	A	\$ 0
Common Stock	03/17/2019		M		28,557	A	\$ 0
Common Stock	03/17/2019		M		34,262	A	\$ 0
Common Stock	03/17/2019		M		63,509	A	\$ 0

Common  
Stock

Common  
Stock

400,000 I

by family  
limited  
partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Share Units <sup>(4)</sup>	\$ 0	03/17/2019		M	10,074	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	10,074
Restricted Stock Units <sup>(6)</sup>	\$ 0	03/17/2019		M	28,557	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	28,557
Restricted Stock Units <sup>(6)</sup>	\$ 0	03/17/2019		M	34,262	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	34,262
Restricted Stock Units <sup>(6)</sup>	\$ 0	03/17/2019		M	63,509	<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	63,509

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON S P IV 500 DALLAS STREET SUITE 2300	X		President and CEO	

HOUSTON, TX 77002

## Signatures

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

03/19/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) These transactions were effected in accordance with Rule 10b5-1.  
The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4. These shares were sold in multiple transactions at prices ranging from \$11.30 to \$11.55, inclusive.
- (3) This amount represents approximately 75% of the target performance share units granted based upon the issuer's total shareholder return measured against an industry peer group over a three year period.
- (4) Each performance share unit represents a contingent right to receive one share of common stock.
- (5) These performance share units vested on March 17, 2019. The number of performance share units can range from 0% to 200% of the units granted based upon the issuer's total shareholder return measured against an industry peer group over a three year period.
- (6) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (7) These restricted stock units vested in three equal installments on March 17, 2017, March 17, 2018 and March 17, 2019.
- (8) These restricted stock units vested, or will vest, in three equal installments on March 17, 2018, March 17, 2019 and March 17, 2020.
- (9) These restricted stock units vested, or will vest, in three equal installments on March 17, 2019, March 17, 2020 and March 17, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.