

REMINGTON OIL & GAS CORP

Form 4

July 06, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENWOOD WILLIAM E

2. Issuer Name **and** Ticker or Trading
Symbol
REMINGTON OIL & GAS CORP
[REM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
8201 PRESTON ROAD, SUITE 600

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

DALLAS, TX 75225

(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	07/01/2006		D		106,341	A	<u>11</u> 0
Common Stock	07/01/2006		D		106,341	D	<u>2</u> 0
Common Stock	07/01/2006		D		70,443	D	<u>2</u> 0

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

**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 control**

SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Non-Qualified Option	\$ 6.938	07/01/2006		D		25,000		07/01/2006	07/01/2006	Common Stock	25,000
Non-Qualified Option	\$ 9	07/01/2006		D		25,000		07/01/2006	07/01/2006	Common Stock	25,000
Non-Qualified Option	\$ 11	07/01/2006		D		25,000		07/01/2006	07/01/2006	Common Stock	25,000
Non-Qualified Option	\$ 4.25	07/01/2006		D		10,000		07/01/2006	07/01/2006	Common Stock	10,000
Non-Qualified Option	\$ 3.75	07/01/2006		D		30,000		07/01/2006	07/01/2006	Common Stock	30,000
Non-Qualified Option	\$ 15.32	07/01/2006		D		5,000		07/01/2006	07/01/2006	Common Stock	5,000
Non-Qualified Option	\$ 17.15	07/01/2006		D		5,000		07/01/2006	07/01/2006	Common Stock	5,000
Non-Qualified Option	\$ 18.81	07/01/2006		D		10,000		07/01/2006	07/01/2006	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENWOOD WILLIAM E 8201 PRESTON ROAD SUITE 600 DALLAS, TX 75225	X			

Signatures

/s/ William E.
Greenwood

07/05/2006

Explanation of Responses:

- Acquired pursuant to agreement and plan of merger, dated as of January 22, 2006, by and among the issuer and Helix Energy Solutions Group, Inc., as amended by Amendment No. 1 to Agreement and Plan of Merger, dated January 24, 2006, by and among the issuer, Helix and Cal Dive Merger - Delaware Inc., a wholly owned subsidiary of Helix (as so amended, the "Merger Agreement") in which,

- Disposed of pursuant to Merger Agreement in which each share of issuer common stock is converted into the right to receive (i) \$27.00 in cash, and (ii) 0.436 of a validly issued, fully paid and non-assessable share of Helix having a market value of \$40.36 per share on the effective date of the merger.

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