

BRUMLEY I JON
Form 4
March 09, 2010

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 *
BRUMLEY I JON

2. Issuer Name and Ticker or Trading Symbol
ENCORE ACQUISITION CO
[EAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
777 MAIN STREET, SUITE 1400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

FORT WORTH, TX 76102

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/09/2010		F		12,389	D	\$ 51.65
Common Stock	03/09/2010		D		272,501	D	(1) 47,564
Common Stock	03/09/2010		D		47,564	D	(2) 0
Common Stock	03/09/2010		D		1,945,013	D	(1) 0

See footnote (3)

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options to purchase Common Stock	\$ 9.3333	03/09/2010		D		44,357	03/08/2004	03/08/2011	Common Stock	44,357
Options to purchase Common Stock	\$ 30.55	03/09/2010		D		9,819	<u>(5)</u>	02/09/2019	Common Stock	9,819
Options to purchase Common Stock	\$ 30.55	03/09/2010		D		18,008	<u>(5)</u>	02/09/2019	Common Stock	18,008
Options to purchase Common Stock	\$ 8.4	03/09/2010		D		60,000	10/23/2004	10/23/2011	Common Stock	60,000
Options to purchase Common Stock	\$ 12.4	03/09/2010		D		130,644	11/22/2005	11/22/2012	Common Stock	130,644
Options to purchase Common Stock	\$ 17.1733	03/09/2010		D		93,361	02/10/2007	02/10/2014	Common Stock	93,361

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUMLEY I JON 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102	X		Chairman of the Board	

Signatures

/s/ Robert C. Reeves
(attorney-in-fact)

03/09/2010

__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) The shares were disposed of pursuant to the merger agreement between the issuer and Denbury Resources Inc. in exchange for aggregate consideration of \$50 per share (which may consist of cash, Denbury stock or a combination thereof) as provided for in the merger agreement.

(2) Pursuant to the merger agreement, the shares converted into a number of restricted shares of Denbury common stock determined by multiplying (i) the number of shares by (ii) the exchange ratio used in determining the consideration payable to Encore stockholders who elected to receive only common stock consideration.

(3) By Red Oak Associates No. 2, LP and Red Oak Associates, LP. The reporting person is the sole officer, director and shareholder of the corporation that is the sole general partner of each of the partnerships.

(4) This option was converted into a cash payment representing the product of the number of shares subject to the option and the difference between the highest price per share paid within 60 days prior to the merger and the exercise price of the option.

(5) This option, which provided for vesting in three equal annual installments beginning on February 9, 2010, was converted into a cash payment representing the product of the number of shares subject to the option and the difference between the aggregate consideration per share provided for in the merger agreement and the exercise price of the option.

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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