VITITOE WILLIAM P

Form 4 June 12, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Stock

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VITITOE WILLIAM P		Symbol	r Name and Ticker or Trading Γ OIL & GAS CORP [COG]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		f Earliest Transaction	(Check all applicable)			
1200 ENCL	AVE PARKWAY	(Month/D	Day/Year)	X Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)	4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check			
HOUSTON,	, TX 77077-1607	Filed(Mor	nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tabl	le I - Non-Derivative Securities A	cquired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price A(1) 2.460 A S	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common	05/04/2006		$A_{(1)}^{(1)}$ 2,460 A $_{50.8}^{\circ}$, 18,182 D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exercisabl		7. Title and	8. Price of	9. Nu Doris
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5)	Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	,	Date Exp Exercisable Date		Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
VITITOE WILLIAM P					
1200 ENCLAVE PARKWAY	X				
HOUSTON, TX 77077-1607					

Signatures

Lisa A. Machesney, Attorney-in-fact for William P. Vititoe. 06/12/2006

**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) Restricted stock units awarded to Reporting Person under Issuer's 2004 Incentive Plan. Units paid in shares of Common Stock upon the date the non-employee director ceases to be a director of the Company.

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.

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