

ENCORE ACQUISITION CO
Form 4
March 09, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Treadway Kevin

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)
SVP, Land

FORT WORTH, TX 76102

(City) (State) (Zip)

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

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	03/09/2010		F	V	7,089	D	\$ 51.65	60,607	D	
Common Stock	03/09/2010		D		38,413	D	11	22,194	D	
Common Stock	03/09/2010		D		22,194	D	12	0	D	

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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase Common Stock	\$ 30.55	03/09/2010		D		3,273		<u>(3)</u>	02/09/2019	Common Stock	3,273
Options to purchase Common Stock	\$ 30.55	03/09/2010		D		11,989		<u>(3)</u>	02/09/2019	Common Stock	11,989
Options to purchase Common Stock	\$ 9.3333	03/09/2010		D		6,000		03/08/2004	03/08/2011	Common Stock	6,000
Options to purchase Common Stock	\$ 8.4	03/09/2010		D		22,500		10/23/2004	10/23/2011	Common Stock	22,500
Options to purchase Common Stock	\$ 12.4	03/09/2010		D		10,398		11/22/2005	11/22/2012	Common Stock	10,398
Options to purchase Common Stock	\$ 17.1733	03/09/2010		D		11,203		02/10/2007	02/10/2014	Common Stock	11,203
Options to	\$ 26.5467	03/09/2010		D		3,360		02/14/2008	02/14/2015	Common Stock	3,360

purchase Common Stock									
Options to purchase Common Stock	\$ 31.1	03/09/2010	D	4,849	02/15/2009	02/15/2016	Common Stock	4,849	
Options to purchase Common Stock	\$ 33.76	03/09/2010	D	11,277	(5)	02/11/2018	Common Stock	11,277	
Options to purchase Common Stock	\$ 33.76	03/09/2010	D	3,932	(5)	02/11/2018	Common Stock	3,932	
Options to purchase Common Stock	\$ 25.73	03/09/2010	D	2,519	02/12/2010	02/12/2017	Common Stock	2,519	
Options to purchase Common Stock	\$ 25.73	03/09/2010	D	5,322	02/12/2010	02/12/2017	Common Stock	5,322	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Treadway Kevin 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102			SVP, Land	

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).

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.

(1) 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.

(2) This option, which provided for vesting in three equal annual installments beginning 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.

(3) 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.

(4) This option, which provided for vesting in three equal annual installments beginning February 11, 2009, 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.

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.