

ENCORE ACQUISITION CO
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 *
Nivens L Ben

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and COO

777 MAIN STREET, SUITE 1400
(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

FORT WORTH, TX 76102

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/09/2010		F	7,677 D \$ 51.65	86,166	D	
Common Stock	03/09/2010		D	40,510 D 11	45,656	D	
Common Stock	03/09/2010		D	45,656 D 2	0	D	

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

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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	6,546	<u>(3)</u>	02/09/2019	Common Stock	6,546
Options to purchase Common Stock	\$ 30.55	03/09/2010		D	16,828	<u>(3)</u>	02/09/2019	Common Stock	16,828
Options to purchase Common Stock	\$ 12.4	03/09/2010		D	296	11/22/2005	11/22/2012	Common Stock	296
Options to purchase Common Stock	\$ 13.6067	03/09/2010		D	809	11/21/2006	11/21/2013	Common Stock	809
Options to purchase Common Stock	\$ 26.5467	03/09/2010		D	642	02/14/2008	02/14/2015	Common Stock	642
Options to purchase Common Stock	\$ 31.1	03/09/2010		D	5,705	02/15/2009	02/15/2016	Common Stock	5,705
Options to	\$ 25.73	03/09/2010		D	6,381	02/12/2010	02/12/2017	Common Stock	6,381

purchase
Common
Stock

Options
to

purchase	\$ 25.73	03/09/2010		D	7,060	02/12/2010	02/12/2017	Common Stock	7,060
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nivens L Ben 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102			SVP and COO	

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 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.

(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.

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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