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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>KROHN TRACY W</u> (Last) (First) (Middle) <u>5718 WESTHEIMER RD, SUITE 700</u> (Street) <u>HOUSTON TX 77057</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>W&T OFFSHORE INC [WTI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chairman, CEO & President</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/29/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	09/29/2023		M		77,227	A ⁽¹⁾	(2)	454,310	D	
Common Stock	09/29/2023		F		30,389	D	\$4.38	423,921	D	
Common Stock								47,746,394	I	By Trusts ⁽³⁾⁽⁴⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Units	(2)	09/29/2023		M			77,227	(1)	(1)	Common Stock	77,227	\$0	0	D	

Explanation of Responses:

- On September 29, 2023, the reporting person's 77,227 performance share units, which were granted on June 28, 2021, vested, and the reporting person received 77,227 shares of common stock. The performance criteria was met on March 8, 2022, and this represents the vesting of the grant.
- Each performance share unit represents a contingent right to receive one share of common stock or its cash equivalent, as determined at the time of settlement by WTI.
- 47,746,394 shares of common stock held by trusts of which the reporting person is the beneficiary.
- Includes shares held by Tracy William Krohn Living Trust, the Tracy William Krohn 2008 JFF Trust and the Tracy William Krohn Exempt AKF Descendant's Trust. The reporting person is the beneficiary and trustee and exercises sole voting and dispositive power over the shares held by these trusts.

/s/ Jonathan Curth, as attorney-in-fact 10/03/2023

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.