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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>Williford William J</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&amp;T OFFSHORE INC [ WTI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>EVP &amp; Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2024</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	01/01/2024		M		8,063	A <sup>(1)</sup>	(2)	156,785	D	
Common Stock	01/01/2024		F		3,601	D	\$3.26	153,184	D	
Common Stock	01/01/2024		M		18,017	A <sup>(3)</sup>	(2)	171,201	D	
Common Stock	01/01/2024		F		8,045	D	\$3.26	163,156	D	

**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
Restricted Stock Units	(2)	01/01/2024		M			8,063	(1)	(1)	Common Stock	8,063	\$0	0	D	
Restricted Stock Units	(2)	01/01/2024		M			18,017	(3)	(3)	Common Stock	18,017	\$0	18,016	D	

**Explanation of Responses:**

- On January 1, 2024, the reporting person's 8,063 restricted stock units, which were granted on June 28, 2021, vested, and the reporting person received 8,063 shares of common stock. This represents the vesting of the final tranche of the grant.
- Each restricted stock 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. Each grant of restricted stock units vests in three installments.
- On January 1, 2024, the reporting person's 18,017 restricted stock units, which were granted on May 26, 2022, vested, and the reporting person received 18,017 shares of common stock. This represents the vesting of the second tranche of the grant.

/s/ Jonathan Curth, as attorney-in-fact 01/03/2024

\*\* 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.