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

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 01/20/2006

W&T Offshore, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 1-32414

Texas
(State or other jurisdiction of
incorporation)

72-1121985
(IRS Employer
Identification No.)

8 Greenway Plaza, Suite 1330
Houston, TX 77046
(Address of principal executive offices, including zip code)

713.626.8525
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement

(a) The disclosure set forth below in Item 5.02 is incorporated by reference into this Item 1.01.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

(d) Effective January 20, 2006, W&T Offshore, Inc., (the "Company") expanded the board of directors to appoint S. James Nelson, Jr. as a new independent director in accordance with the Company's bylaws. Mr. Nelson will serve as a director until the next annual meeting of shareholders or until his successor is elected or qualified, or if earlier, until his death, resignation, or removal. Mr. Nelson will serve as Chairman of the Audit Committee.

The board of directors has approved an annual retainer of \$15,000 as compensation to the Chairman of the Audit Committee. Mr. Nelson will also receive the following, which the board of directors has approved effective January 20, 2006 for all board members who are not officers of the Company: (i) an annual retainer of \$30,000, payable in equal quarterly installments, (ii) at each annual meeting of shareholders, a restricted stock grant pursuant to the Company's 2004 Director Compensation Plan (the "Plan") covering shares of common stock of the Company having a fair market value (calculated as of the closing of trading on the New York Stock Exchange on the date of the annual board meeting) equal to \$40,000, and (iii) compensation of \$1,250 for each meeting of the board or any board committee attended. The terms of the restricted stock grant will be as set forth in the Plan, with restrictions lapsing with respect to 1/3 of the shares subject to the restricted stock grant on each of the first, second and third anniversary dates of the date of grant.

In connection with Mr. Nelson's appointment, Virginia Boulet will resign as a member of the Audit Committee but will continue to serve as a director of the Company and Chairman of the Nominating and Corporate Governance Committee.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
Exhibit 10.1	2004 Directors Compensation Plan of W&T Offshore, Inc. - Incorporated by reference to Exhibit 10.11 of the Company's Registration Statement on Form S-1 File No. 333-115103.
Exhibit 99.1	W&T Offshore, Inc. Press Release, dated January 23, 2006.

Signature(s)

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

W&T Offshore, Inc.

Date: January 23, 2006

By: /s/ Stephen A. Landry

Stephen A. Landry
Senior Vice President and Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	W&T Offshore, Inc. Press Release, dated January 23, 2006

Contacts:

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FOR IMMEDIATE RELEASE

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W&T OFFSHORE NAMES S. JAMES NELSON, JR.

TO ITS BOARD OF DIRECTORS

January 23, 2006 - Houston, TX - W&T Offshore, Inc. (NYSE: WTI) announced today that S. James Nelson, Jr. has joined its Board of Directors. With the addition of Mr. Nelson to the Company's board, it now has three independent directors. Mr. Nelson will serve as Chairman of the Company's audit committee.

Mr. Nelson, 63, retired in 2004 from Cal Dive International, Inc., a marine contractor and operator of offshore oil and gas properties and production facilities, where he was a founding shareholder, Chief Financial Officer, Vice Chairman and a Director. From 1985 to 1988, Mr. Nelson was the Senior Vice President and Chief Financial Officer of Diversified Energies, Inc., a NYSE-traded company with \$1 billion in annual revenues and the former parent company of Cal Dive. From 1980 to 1985, Mr. Nelson served as Chief Financial Officer of Apache Corporation, an oil and gas exploration and production company. From 1966 to 1980, Mr. Nelson was employed with Arthur Andersen & Co. where, from 1976 to 1980, he was a partner serving on the firm's worldwide oil and gas industry team. He received a Bachelor of Science (BS) degree in Accounting from Holy Cross College and a Masters in Business Administration (MBA) from Harvard University. Mr. Nelson is also a Certified Public Accountant.

Mr. Nelson currently serves on the Boards of Directors of Oil States International, Inc., a diversified oilfield services company, Input/Output, a seismic services provider, and Quintana Maritime Ltd., an international provider of dry bulk cargo marine transportation services based in Athens, Greece. He also is a member of Board of Trustees of the Ucross Foundation, an Artist Colony located on a 22,000 acre working cattle ranch in Wyoming.

Tracy W. Krohn, Chairman and Chief Executive Officer, stated, "We are privileged to be adding Jim Nelson to our board of directors. We will benefit greatly from his extensive experience leading companies in the offshore operations business as well as in the exploration and production industry. In addition, his accounting background and understanding of issues facing public companies today will be a great asset for our company. I am looking forward to working with him as W&T Offshore grows and prospers."

About W&T Offshore

Founded in 1983, W&T Offshore is an independent oil and natural gas company focused primarily in the Gulf of Mexico, including exploration in the deep water, where it has developed significant technical expertise. W&T has grown through acquisition, exploitation and exploration and now holds working interests in over 100 fields in federal and state waters and a majority of its daily production is derived from wells it operates. For more information on W&T Offshore, please visit its Web site at www.wtoffshore.com.

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