

**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) August 5, 2009

---

**W&T Offshore, Inc.**

(Exact name of registrant as specified in its charter)

---

**1-32414**  
(Commission File Number)

**Texas**  
(State or Other Jurisdiction  
of Incorporation)

**72-1121985**  
(I.R.S. Employer  
Identification No.)

**Nine Greenway Plaza, Suite 300**  
**Houston, Texas 77046-0908**  
(Address of Principal Executive Offices)

**713.626.8525**  
(Registrant's Telephone Number, Including Area Code)

**N/A**  
(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 (see General Instruction A.2. below):

- 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))

---

**Item 1.01. Entry into a Material Definitive Agreement.**

On August 5, 2009, W&T Offshore, Inc. (the "**Company**"), entered into an Indemnification and Hold Harmless Agreement (the "**Indemnification Agreement**"), dated effective as of May 4, 2009, with B. Frank Stanley, a director of the Company. Mr. Stanley was elected as a director of the Company at its Annual Meeting of Shareholders on May 4, 2009. The Indemnification Agreement is the Company's standard form of Indemnification and Hold Harmless Agreement, a copy of which was filed as Exhibit 10.8 to the Company's Registration Statement on Form S-1, filed May 3, 2004.

Generally, the Indemnification Agreement provides that the Company will indemnify the directors of the Company, including payment of expenses, against liabilities incurred in the performance of their duties to the fullest extent permitted by applicable law and the Company's Articles of Incorporation and Bylaws, as amended.

The summary of the Indemnification Agreement described above is qualified in its entirety by reference to the form of Indemnification and Hold Harmless Agreement previously filed by the Company with the Securities and Exchange Commission.

**Item 9.01. Financial Statements and Exhibits**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 10.1	Form of Indemnification and Hold Harmless Agreement between W&T Offshore, Inc. and each of its directors. (Incorporated by reference to Exhibit 10.8 of the Company's Registration Statement on Form S-1, filed May 3, 2004 (File No. 333-115103))

---

**SIGNATURES**

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.  
(Registrant)

Dated: August 6, 2009

By: /S/ JOHN D. GIBBONS  
John D. Gibbons  
Senior Vice President and Chief Financial Officer

---

**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 10.1	Form of Indemnification and Hold Harmless Agreement between W&T Offshore, Inc. and each of its directors. (Incorporated by reference to Exhibit 10.8 of the Company's Registration Statement on Form S-1, filed May 3, 2004 (File No. 333-115103))