

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* FRIEDMAN BRIAN P (Last) (First) (Middle) C/O JEFFERIES CAPITAL PARTNERS, 520 MADISON AVENUE (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/27/2005	3. Issuer Name and Ticker or Trading Symbol W&T OFFSHORE INC [WTI]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,549,663	I	See footnotes (1) (2) (3) (4)
Common Stock	13,549,663	I	See footnotes (2) (4) (5)
Common Stock	7,054,218	D (4) (6)	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN BRIAN P C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE NEW YORK, NY 10022		X		
FS PRIVATE INVESTMENTS III LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE NEW YORK, NY 10022		X		
ING FURMAN SELZ INVESTORS III LP C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE NEW YORK, NY 10022		X		

Signatures

/s/ Brian P. Friedman	01/27/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) These securities are deemed to be indirectly beneficially owned by Brian P. Friedman.

- Mr. Friedman is one of two managing members of Jefferies Capital Partners (a/k/a FS Private Investments III LLC and referred to hereinafter as "JCP"). The other managing member of JCP is James L. Luikart who also is a director of the Issuer. JCP controls the investment and/or voting power in respect of all of the 13,549,663 shares of Common Stock disclosed herein (the "Total Shares"). Of the Total Shares, an aggregate of 10,123,806 shares are held by three funds (the "JCP Funds") that are managed by JCP, including 7,054,218 shares that are held by ING Furman Selz Investors III L.P. ("IFSI III"). In addition, until the consummation of the Issuer's initial public offering of securities, JCP has control over the balance of the Total Shares pursuant to a proxy granted to JCP by each of PPM America Private Equity Fund, L.P., MCC 2003 Grantor Retained Annuity Trust, Danny Conwill, as Trustee, DOC 2002 Trust #1, Mary Conwill, as Trustee, Stephen A. Landry and Jefferies & Company, respectively.
- (2) Mr. Friedman is compensated, in part, based on the financial performance of the securities held in the Funds. Mr. Friedman disclaims beneficial ownership of the Total Shares except to the extent of his proportionate pecuniary interest therein resulting from his direct or indirect interests in JCP and the JCP Funds.
 - (3) Mr. Luikart today is filing, separately from Mr. Friedman, JCP and IFSI III, a Form 3 to describe Mr. Luikart's beneficial ownership interest in the Total Shares.
 - (4) These securities are indirectly beneficially owned by JCP.
 - (5) These securities are directly beneficially owned by IFSI III and comprise a portion of the Total Shares.

Remarks:

- (* Mr. Friedman is filing this form (a) on behalf of himself and (b) as designated filer for (i) Jefferies Capital Partners and (ii) ING Furman Selz Investors III L.P.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Form 3 Joint Filer Information

1. Name: Jefferies Capital Partners
(a/k/a FS Private Investments III LLC)

Address: 520 Madison Avenue
New York, NY 10022

Designated Filer: Brian P. Friedman

Issuer and Ticker Symbol: W&T Offshore, Inc. (WTI)

Date of Event Requiring Statement: January 27, 2005

Signature: By: /s/ Brian P. Friedman

Name: Brian P. Friedman
Title: Managing Member

2. Name: ING Furman Selz Investors III L.P.

Address: c/o Jefferies Capital Partners
520 Madison Avenue
New York, NY 10022

Designated Filer: Brian P. Friedman

Issuer and Ticker Symbol: W&T Offshore, Inc. (WTI)

Date of Event Requiring Statement: January 27, 2005

Signature: By: FS Private Investments III LLC
Its Manager

By: /s/ Brian P. Friedman

Name: Brian P. Friedman
Title: Managing Member