

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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

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) <input type="checkbox"/> Other (specify below) <u>Chairman, CEO & President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2023</u>	

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	01/01/2023		M		73,863	A ⁽¹⁾	(2)	333,226 ⁽⁴⁾	D	
Common Stock	01/01/2023		F		19,593	D	\$5.06	313,633	D	
Common Stock	01/01/2023		M		83,874	A ⁽³⁾	(2)	397,507	D	
Common Stock	01/01/2023		F		20,424	D	\$5.06	377,083	D	
Common Stock								47,746,394	I	By Trusts ⁽⁴⁾⁽⁵⁾

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				
Restricted Stock Units	(2)	01/01/2023		M			73,863	(1)	(1)	Common Stock	73,863	\$0	73,863	D	
Restricted Stock Units	(2)	01/01/2023		M			83,874	(3)	(3)	Common Stock	83,874	\$0	167,748	D	

Explanation of Responses:

1. On January 1, 2023, reporting person's 73,863 restricted stock units, which were granted on June 28, 2021, vested, and the reporting person received 73,863 shares of common stock. This represents the vesting of the second tranche of the grant.
2. 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.
3. On January 1, 2023, reporting person's 83,874 restricted stock units, which were granted on May 26, 2022, vested, and the reporting person received 83,874 shares of common stock. This represents the vesting of the first tranche of the grant.
4. 47,746,394 shares of common stock held by trusts of which the reporting person is the beneficiary and trustee were previously reported as being directly held.
5. Includes shares held by the 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.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Jonathan Curth, as attorney-in-fact 01/04/2023

** 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.

POWER OF ATTORNEY
FOR EXECUTING FORMS 3, FORMS 4, FORMS 5,
FORM 144 AND SCHEDULE 13D AND 13G

The undersigned hereby constitutes and appoints Jonathan Curth with full power of substitution as the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director or both of W&T Offshore, Inc. (the "Company") (a) any Form 3, Form 4 and Form 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (b) Form 144 and (c) Schedule 13D and Schedule 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act, but only to the extent each form or schedule relates to the undersigned's beneficial ownership of securities of the Company;
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and timely file such forms or schedules with the Securities and Exchange Commission (the "SEC") and any stock exchange or quotation system, self-regulatory association or any other authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and
3. Take any other action in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in the form and shall contain the terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers granted herein.

The undersigned acknowledges that the attorney-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

The undersigned agrees that the attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and the attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of, or are based upon, any untrue statements or omissions of necessary facts in the information provided by, or at the direction of, the undersigned, or upon the lack of timeliness in the delivery of information by, or at the direction of, the undersigned, to the attorney-in fact for purposes of executing, acknowledging, delivering or filing a Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including any amendments, corrections, supplements or other changes thereto) with respect to the undersigned's holdings of and transactions in securities issued by the Company, and agrees to reimburse the Company and the attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, Form 4, Form 5, Form 144, Schedule 13D and Schedule 13G (including any amendments, corrections, supplements or other changes thereto) with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the attorney-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date Written below.

/s/ Tracy W. Krohn

Signature

Tracy W. Krohn

Name

December 14, 2022

Date