

## 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* <b>KATZ STUART B</b> <small>(Last) (First) (Middle)</small> <b>C/O JEFFERIES CAPITAL PARTNERS, 520 MADISON AVE</b> <small>(Street)</small> <b>NEW YORK, NY 10022</b> <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (Month/Day/Year) <b>01/27/2005</b>	3. Issuer Name and Ticker or Trading Symbol <b>W&amp;T OFFSHORE INC [WTI]</b>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	10,123,806	I	(1)

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

SEC 1473 (7-02)

**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 control number.**

### 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
KATZ STUART B C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVE NEW YORK, NY 10022	X	X		

## Signatures

Price W. Wilson, Attorney-in-fact	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).

**Remarks:**

(1) Mr. Katz has an interest in Jefferies Capital Partners (a/k/a FS Private Investments III LLC and referred to hereinafter as "JCP"). JCP controls the investment and voting power in respect of all of the 10,123,806 shares of Common Stock disclosed herein (the "Total Shares") by virtue of its management of three funds that directly hold such shares (the "JCP Funds"), including 7,054,218 shares that are held by ING Furman Selz Investors III L.P. Mr. Katz also has limited partnership interests in the JCP Funds. Mr. Katz, however, does not control JCP or the JCP Funds. Mr. Katz 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.

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.

POWER OF ATTORNEY

Know all by these presents, I hereby appoint Price W. Wilson and Sara Wenande, or either of them, to act as my agent and attorney-in-fact for the purpose of completing, executing and filing on my Nothing herein shall relieve me of the responsibility for the accuracy of the information and representations contained in any Form 3, Form 4, Form 5, Form 144, or other similar form completed, e This power of attorney shall supersede all similar prior powers of attorney and will remain effective as to the agents and attorneys-in-fact referred to above until I revoke or amend it by writte IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on this 21st day of January 2005.

/s/ Stuart B. Katz \_\_\_\_\_

Stuart B. Katz