

ENCORE ACQUISITION CO
Form 4
March 09, 2010

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nivens L Ben

2. Issuer Name and Ticker or Trading Symbol
ENCORE ACQUISITION CO
[EAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and COO

777 MAIN STREET, SUITE 1400
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FORT WORTH, TX 76102

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/09/2010 | | F | 7,677 D \$ 51.65 | 86,166 | D | |
| Common Stock | 03/09/2010 | | D | 40,510 D 111 | 45,656 | D | |
| Common Stock | 03/09/2010 | | D | 45,656 D 0 | 0 | D | |

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

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SEC 1474 (9-02)

number.

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 Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to purchase Common Stock | \$ 30.55 | 03/09/2010 | | D | | 6,546 | | ⁽³⁾ | 02/09/2019 | Common Stock | 6,546 |
| Options to purchase Common Stock | \$ 30.55 | 03/09/2010 | | D | | 16,828 | | ⁽³⁾ | 02/09/2019 | Common Stock | 16,828 |
| Options to purchase Common Stock | \$ 12.4 | 03/09/2010 | | D | | 296 | | 11/22/2005 | 11/22/2012 | Common Stock | 296 |
| Options to purchase Common Stock | \$ 13.6067 | 03/09/2010 | | D | | 809 | | 11/21/2006 | 11/21/2013 | Common Stock | 809 |
| Options to purchase Common Stock | \$ 26.5467 | 03/09/2010 | | D | | 642 | | 02/14/2008 | 02/14/2015 | Common Stock | 642 |
| Options to purchase Common Stock | \$ 31.1 | 03/09/2010 | | D | | 5,705 | | 02/15/2009 | 02/15/2016 | Common Stock | 5,705 |
| Options to | \$ 25.73 | 03/09/2010 | | D | | 6,381 | | 02/12/2010 | 02/12/2017 | Common Stock | 6,381 |

purchase
Common
Stock
Options
to
purchase \$ 25.73 03/09/2010 D 7,060 02/12/2010 02/12/2017 Common Stock 7,060
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nivens L Ben 777 MAIN STREET SUITE 1400 FORT WORTH, TX 76102 | | | SVP and COO | |

Signatures

/s/ Robert C. Reeves
(attorney-in-fact) 03/09/2010

Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
 - (1) The shares were disposed of pursuant to the merger agreement between the issuer and Denbury Resources Inc. in exchange for aggregate consideration of \$50 per share (which may consist of cash, Denbury stock or a combination thereof) as provided for in the merger agreement.

Pursuant to the merger agreement, the shares converted into a number of restricted shares of Denbury common stock determined by
 - (2) multiplying (i) the number of shares by (ii) the exchange ratio used in determining the consideration payable to Encore stockholders who elected to receive only common stock consideration.
 - (3) This option, which provided for vesting in three equal annual installments beginning on February 9, 2010, was converted into a cash payment representing the product of the number of shares subject to the option and the difference between the aggregate consideration per share provided for in the merger agreement and the exercise price of the option.
 - (4) This option was converted into a cash payment representing the product of the number of shares subject to the option and the difference between the highest price per share paid within 60 days prior to the merger and the exercise price of the option.

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.