

MOORE KENNETH E JR
Form 4
November 10, 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 *
MOORE KENNETH E JR

2. Issuer Name and Ticker or Trading Symbol
MARINER ENERGY INC [ME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE BRIARLAKE PLAZA, SUITE 2000, 2000 WEST SAM HOUSTON PARKWAY SOUTH

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Onshore Land

(Street)
HOUSTON, TX 77042

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	11/10/2010		F	15,863 D	<u>(1)</u> 54,722	D	
Common Stock	11/10/2010		D	54,722 D	<u>(2)</u> 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)

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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
Employee Stock Option (right to buy)	\$ 14	11/10/2010		D	8,000	03/02/2006	03/11/2015	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE KENNETH E JR ONE BRIARLAKE PLAZA, SUITE 2000 2000 WEST SAM HOUSTON PARKWAY SOUTH HOUSTON, TX 77042			VP-Onshore Land	

Signatures

Kenneth E. Moore, Jr. by Scott D. Josey pursuant to Power of Attorney dated August 7, 2008 (previously filed as Exhibit 24 to Mr. Moore's Form 3 filed on August 12, 2008) 11/10/2010

__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).
- On November 10, 2010, 43,541 shares of the issuer's common stock granted to the reporting person under the issuer's Stock Incentive Plan, as amended or restated from time to time (the "Plan"), vested. To satisfy withholding tax obligations in connection with the vesting,
- (1) the issuer withheld the shares this Form reports were disposed. In accordance with the Plan, the number of shares withheld was determined by reference to the closing price per share of the issuer's common stock on the New York Stock Exchange on November 9, 2010 of \$26.50.
 - (2) Disposed of pursuant to an Agreement and Plan of Merger between Apache Corporation ("Apache"), Apache Deepwater LLC and Mariner Energy, Inc., dated 4/14/2010, as amended (the "Merger Agreement"), on 11/10/2010, the effective date of the merger (the "Effective Date"). Pursuant to the Merger Agreement, Mariner stockholders could elect to receive the following consideration: (i) all stock consideration of 0.24347 share of Apache common stock for each share of Mariner common stock, subject to possible proration, (ii) all cash consideration of \$26.00 in cash for each share of Mariner common stock, subject to possible proration, and (iii) mixed consideration of \$7.80 in cash and 0.17043 share of Apache common stock for each share of Mariner common stock (the "Mixed

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Consideration"). If no election was made, the stockholder will receive the Mixed Consideration for Mariner common stock. Apache announced it expects to announce final results of merger consideration elections on 11/12/2010.

- (3) Pursuant to the Merger Agreement, this fully vested option was converted on the Effective Date into a fully vested option to purchase 1,947 shares of Apache common stock for \$57.51 per share.

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

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