

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 *
HUNTER ANDREA

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)
777 MAIN STREET, SUITE 1400
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Controller

FORT WORTH, TX 76102

(City) (State) (Zip)

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

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		
Common Stock	03/09/2010		F	V	1,569 \$ 51.65	D	
Common Stock	03/09/2010		D		10,149 11	D	
Common Stock	03/09/2010		D		7,627 2	D	

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

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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)	8. Amount or Number of Shares
Options to purchase Common Stock	\$ 30.55	03/09/2010		D	4,845	⁽³⁾ 02/09/2019	Common Stock	4,845
Options to purchase Common Stock	\$ 31.1	03/09/2010		D	293	02/15/2009 02/15/2016	Common Stock	293
Options to purchase Common Stock	\$ 33.76	03/09/2010		D	1,568	⁽⁴⁾ 02/11/2018	Common Stock	1,568
Options to purchase Common Stock	\$ 25.73	03/09/2010		D	776	02/12/2010 02/12/2017	Common Stock	776

Reporting Owners

Reporting Owner Name / Address

Relationships

HUNTER ANDREA
777 MAIN STREET
SUITE 1400
FORT WORTH, TX 76102

Director 10% Owner Officer Other

VP & Controller

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).

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.

(1) Pursuant to the merger agreement, the shares converted into a number of restricted shares of Denbury common stock determined by 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.

(2) This option, which provided for vesting in three equal annual installments beginning 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.

(3) This option, which provided for vesting in three equal annual installments beginning February 11, 2009, 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.

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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