

Carlson Clint Duane
Form 4
December 26, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARLSON CAPITAL L P

(Last) (First) (Middle)

2100 MCKINNEY AVE, STE 1800

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EPL OIL & GAS, INC. [EPL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)

See Remarks

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share ("Common Stock")	12/21/2012		S		266,100	D	\$ 23.0458	3,421,173	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	12/24/2012		S		500	D	\$ 23.0393	3,420,673	I	See Footnote <u>(1)</u> <u>(2)</u>

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

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARLSON CAPITAL L P 2100 MCKINNEY AVE STE 1800 DALLAS, TX 75201	X See Remarks
Black Diamond Offshore Ltd. 2100 MCKINNEY AVENUE SUITE 1800 DALLAS, TX 75201	X
Double Black Diamond Offshore Ltd 2100 MCKINNEY AVENUE SUITE 1800 DALLAS, TX 75201	X
DOUBLE BLACK DIAMOND L P 2100 MCKINNEY AVENUE, SUITE 1800 DALLAS, TX 75201	X
DOUBLE BLACK DIAMOND INTERMEDIATE LTD. C/O CARLSON CAPITAL, L.P. 2100 MCKINNEY AVENUE, SUITE 1800 DALLAS, TX 75201	X
	X

Asgard Investment Corp. II
2100 MCKINNEY AVENUE
SUITE 1800
DALLAS, TX 75201

Asgard Investment Corp.
2100 MCKINNEY AVENUE
SUITE 1800
DALLAS, TX 75201

X

Carlson Clint Duane
2100 MCKINNEY AVENUE
SUITE 1800
DALLAS, TX 75201

X

Signatures

Carlson Capital, L.P., By: /s/ Clint D. Carlson,
President

12/26/2012

__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 of common stock of EPL Oil & Gas, Inc. reported herein are directly beneficially owned by Double Black Diamond Offshore Ltd., Black Diamond Offshore Ltd., Double Black Diamond, L.P. and Double Black Diamond Intermediate Ltd. (together, the "Funds"). Carlson Capital, L.P. ("Carlson Capital") is the investment manager of the Funds. Asgard Investment Corp. II ("Asgard II") is the general partner of Carlson Capital. Asgard Investment Corp. ("Asgard ") is the sole shareholder of Asgard II. Clint D. Carlson is the President of Asgard II, Asgard, and Carlson Capital. Shares are currently held by the Reporting Persons and are no longer held by one of the previous Reporting Persons or managed account.

(2) The Reporting Persons disclaim beneficial ownership of any and all such shares in excess of their pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that any such person or entity is the beneficial owner of or has a pecuniary interest in any such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or any other purpose. Steven J. Pully ("Mr. Pully") is an employee of Carlson Capital and sits on the Issuer's Board of Directors. Mr. Pully submits his Section 16 filings independent of Carlson Capital. Carlson Capital disclaims beneficial ownership of any and all securities beneficially owned by Mr. Pully.

Remarks:

The Reporting Persons are electing to file this report to cover any possibility that the Reporting Persons may have been deemed

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.