

Contango ORE, Inc.
Form 4
September 02, 2016

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 *
COMPOFELICE JOSEPH S

(Last) (First) (Middle)

3700 BUFFALO SPEEDWAY,
SUITE 925

(Street)

HOUSTON, TX 77098

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Contango ORE, Inc. [CTGO]

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2016

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 08/27/2016 | | M | | 2,344 | A | \$ 12.75 (1) |
| Common Stock, par value \$0.01 | 08/27/2016 | | M | | 5,833 | A | \$ 10 (2) |
| Common Stock, par value \$0.01 | 08/27/2016 | | M | | 2,917 | A | \$ 10 (3) |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 12.75 | 08/27/2016 | | M | 5,000 | <u>(1)</u> 09/15/2016 | Common Stock | 5,000 |
| Stock Option (right to buy) | \$ 10 | 08/27/2016 | | M | 10,000 | <u>(2)</u> 07/03/2017 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 10 | 08/27/2016 | | M | 5,000 | <u>(3)</u> 12/07/2017 | Common Stock | 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COMPOFELICE JOSEPH S
3700 BUFFALO SPEEDWAY, SUITE 925 X
HOUSTON, TX 77098

Signatures

/s/ Leah Gaines as Attorney in Fact for Joseph C.
Compofelice

09/02/2016

__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) On August 27, 2016, the reporting person received 2,344 shares of Common Stock upon the net exercise of 5,000 of the reporting person's stock options that were granted on 9/15/2011. The reporting person forfeited 2,656 shares of Common Stock underlying the stock option in payment of the exercise price resulting from the exercise, using the closing stock price on August 26, 2016, of \$24. These options fully vested on September 15, 2013.

(2) On August 27, 2016, the reporting person received 5,833 shares of Common Stock upon the net exercise of 10,000 of the reporting person's stock options that were granted on 7/3/2012. The reporting person forfeited 4,167 shares of Common Stock underlying the stock option in payment of the exercise price resulting from the exercise, using the closing stock price on August 26, 2016, of \$24. These options fully vested on July 3, 2014.

(3) On August 27, 2016, the reporting person received 2,917 shares of Common Stock upon the net exercise of 5,000 of the reporting person's stock options that were granted on 12/7/2012. The reporting person forfeited 2,083 shares of Common Stock underlying the stock option in payment of the exercise price resulting from the exercise, using the closing stock price on August 26, 2016, of \$24. These options fully vested on December 7, 2014.

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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