

REMINGTON OIL & GAS CORP  
 Form 4  
 July 06, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 SHAPIRO ALAN C

2. Issuer Name and Ticker or Trading Symbol  
 REMINGTON OIL & GAS CORP  
 [REM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

8201 PRESTON ROAD, SUITE 600

07/01/2006

(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

DALLAS, TX 75225

(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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	07/01/2006		D		31,253	A	0	D
Common Stock	07/01/2006		D		31,253	D	0	D
Common Stock	07/01/2006		D		50,870	D	0	D
Common Stock	07/01/2006		D		2,600	D	0	I As Custodian for Son
Common Stock	07/01/2006		D		2,600	D	0	I As Custodian

for  
Daughter

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Option	\$ 11	07/01/2006		D	25,000	07/01/2006	07/01/2006	Common Stock	25,000
Non-Qualified Option	\$ 15.32	07/01/2006		D	5,000	07/01/2006	07/01/2006	Common Stock	5,000
Non-Qualified Option	\$ 17.15	07/01/2006		D	7,500	07/01/2006	07/01/2006	Common Stock	7,500
Non-Qualified Option	\$ 18.81	07/01/2006		D	10,000	07/01/2006	07/01/2006	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAPIRO ALAN C 8201 PRESTON ROAD SUITE 600 DALLAS, TX 75225	X			

## Signatures

/s/ Alan C. Shapiro  
07/05/2006

\*\*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).

Acquired pursuant to agreement and plan of merger, dated as of January 22, 2006, by and among the issuer and Helix Energy Solutions Group, Inc., as amended by Amendment No. 1 to Agreement and Plan of Merger, dated January 24, 2006, by and among the issuer, Helix and Cal Dive Merger - Delaware Inc., a wholly owned subsidiary of Helix (as so amended, the "Merger Agreement") in which,

(1) immediately prior to the merger, all of the reporting person's issuer stock options are cancelled and converted into the issuer's common stock that would be issued upon a cashless exercise of the stock options. The cashless exercise was computed by deducting from the number of exercised options (i) the number of shares of issuer common stock equal in value to the exercise price and (ii) all withholding obligations from the shares issued to the holder.

Disposed of pursuant to Merger Agreement in which each share of issuer common stock is converted into the right to receive (i) \$27.00 in cash, and (ii) 0.436 of a validly issued, fully paid and non-assessable share of Helix having a market value of \$40.36 per share on the effective date of the merger.

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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