

Edgar Filing: CARRIZO OIL & GAS INC - Form SC 13G/A

CARRIZO OIL & GAS INC  
Form SC 13G/A  
February 14, 2005

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OMB APPROVAL  
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OMB Number: 3235-0145  
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hours per response.....11.00  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G

Under the Securities Exchange Act of 1934

Information to be Included in Statements Filed  
Pursuant to Rule 13d-1(b), (c) and (d) and Amendments thereto  
Filed Pursuant to Rule 13d-2(b)

(Amendment No. 5) \*

Carrizo Oil & Gas, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

144577103

-----  
(CUSIP Number)

February 5, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Page 1 of 12 pages

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

Names of Reporting Persons.

1. I.R.S. Identification Nos. of above persons (entities only).

J.P. Morgan Partners (23A SBIC), L.P. (f/k/a J.P. Morgan Partners  
(23A SBIC), LLC)  
13-3986302

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of  
Shares Beneficially  
Owned by Each  
Reporting Person  
With:

5. Sole Voting Power

0

6. Shared Voting Power

0

7. Sole Dispositive Power

0

8. Shared Dispositive Power

0 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person (See Instructions)

PN

Page 2 of 12 pages

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

Preliminary Note: The information contained in this Schedule 13G has been filed to reflect the sale by the Reporting Person of all of the shares of Common Stock held by the Reporting Person.

Item 1.

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(a) Name of Issuer:

Carrizo Oil & Gas, Inc..

Address of Issuer's Principal Executive Offices:

14811 St. Mary's Lane, Suite 148, Houston, TX 77079.

Item 2.

(a) Name of Person Filing:

J.P. Morgan Partners (23A SBIC), L.P.

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(b) Address of Principal Business Office or, if none, Residence:

1221 Avenue of the Americas  
New York, New York 10020

(c) Citizenship:

Delaware

(d) Title of Class of Securities (of Issuer):

Common Stock

(e) CUSIP Number:

144577103

Item 3. If this statement is filed pursuant to ss. ss. 240. 13d-1(b) or 240. 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(a) Amount Beneficially Owned: 0

Page 3 of 12 pages

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

(b) Percent of Class:

0%

(c) Number of shares as to which such person has:

(i) 0

(ii) Not applicable

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(iii) 0

(iv) Not applicable

Item 5. Ownership of Five Percent or Less of a Class

If this Statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be beneficial owner of more than five percent of the class of securities, check the following. |X|

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

Page 4 of 12 pages

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2005

J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC Manager) ., Inc.,  
Its General Partner

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

Page 5 of 12 pages

Edgar Filing: CARRIZO OIL & GAS INC - Form SC 13G/A

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

EXHIBIT 2(a)

This statement is being filed by J.P. Morgan Partners (23A SBIC), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP (23A SBIC)") whose principal business is located at 1221 Avenue of the Americas, New York, NY 10020. JPMP (23A SBIC) is engaged in the venture capital and leveraged buyout business. The General Partner of JPMP (23A SBIC) is J.P. Morgan Partners (23A SBIC Manager), Inc., a Delaware corporation (hereinafter referred to as "JPMP (23A Manager)"), whose principal business office is located at the same address as JPMP (23A SBIC). JPMP (23A Manager) is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employment of each executive officer and director of JPMP (23A Manager). As general partner of JPMP (23A SBIC), JPMP (23A Manager) may be deemed to beneficially own the shares held by JPMP (23A SBIC).

JPMP (23A Manager) is a wholly owned subsidiary of JPMorgan Chase Bank, a New York National Association, a National Banking Association, (hereinafter referred to as "JPMChase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMChase Bank.

Chase Bank is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

Page 6 of 12 pages

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

SCHEDULE A

J.P. MORGAN PARTNERS (23 A SBIC MANAGER), INC.

Executive Officers(1)

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Richard Aube*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Cornell P. French*
Managing Director	Michael R. Hannon*

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Managing Director  
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Matthew Lori\*  
Jonathan R. Lynch\*  
Bryan Martin\*  
Sunil Mishra\*  
Stephen P. Murray\*  
Timothy Purcell\*  
John Reardon\*  
Faith Rosenfeld\*  
Shahan D. Soghikian\*  
William Stuck\*  
Patrick J. Sullivan\*  
Timothy J. Walsh\*  
Richard D. Waters, Jr. \*  
Damion E. Wicker, M.D.\*

Directors\*

Jeffrey C. Walker\*

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- (1) Each of whom is a United States citizen.  
\* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

Page 7 of 12 pages

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

SCHEDULE B

JPMORGAN CHASE BANK, NATIONAL ASSOCIATION

Executive Officers(1)

Chairman of the Board and Chief Executive Officer  
President and Chief Operating Officer  
Chief Information Officer  
Co-Chairman, Investment Bank  
Chief Executive Officer, Card Services  
Chief Financial Officer  
Chairman, West Coast Region  
Director of Human Resources, Head of Real Estate/Facilities, General Services, Security  
Co-General Counsel  
Director of Corporate Marketing and Communications  
Head, Commercial Banking  
Head, Strategy and Business Development  
Co-General Counsel  
Chief Executive Officer, Treasury & Securities Services  
Head, Retail Financial Services  
Executive Vice President, Card Services  
Head, Asset & Wealth Management  
Chief Risk Officer  
Co-Chairman, Investment Bank

William B. Harrison Jr.\*  
James Dimon\*  
Austin A. Adams\*  
Steven D. Black\*  
William I. Campbell\*  
Michael J. Cavanagh\*  
David A. Coulter\*  
  
John J. Farrell\*  
Joan Guggenheimer\*  
Frederick W. Hill\*  
Samuel Todd Maclin\*  
Jay Mandelbaum\*  
William H. McDavid\*  
  
Heidi Miller\*  
Charles W. Scharf\*  
Richard J. Srednicki\*  
James E. Staley\*  
Don M. Wilson III\*  
William T. Winters\*

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- (1) Each of whom is a United States citizen.  
\* Principal occupation is employee or officer of JPMorgan Chase & Co.  
Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York,  
New York 10017.

Page 8 of 12 pages

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

Directors(1)

Name

Principal Occupation or Employment;  
Business or Residence Address

-----  
William B. Harrison, Jr.

Chairman and Chief Executive Office  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017  
-----

James Dimon

President and Chief Operating Officer  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017  
-----

David A. Coulter

Chairman, West Coast Region  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017  
-----

Michael J. Cavanaugh

Chief Financial Officer  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017  
-----

Charles W. Scharf

Head of Retail Financial Services  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017  
-----

Don M. Wilson III

Chief Risk Officer  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017  
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- (1) Each of whom is a United States citizen.

Page 9 of 12 pages

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

SCHEDULE C

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JPMORGAN CHASE & CO.

Executive Officers(1)

Chairman of the Board and Chief Executive Officer	William B. Harrison Jr.*
President and Chief Operating Officer	James Dimon*
Chief Information Officer	Austin A. Adams*
Co-Chairman, Investment Bank	Steven D. Black*
Chief Executive Officer, Card Services	William I. Campbell*
Chief Financial Officer	Michael J. Cavanagh*
Chairman, West Coast Region	David A. Coulter*
Director of Human Resources, Head of Real Estate/Facilities, General Services, Security	John J. Farrell*
Co-General Counsel	Joan Guggenheimer*
Director of Corporate Marketing and Communications	Frederick W. Hill*
Head, Commercial Banking	Samuel Todd Maclin*
Head, Strategy and Business Development	Jay Mandelbaum*
Co-General Counsel	William H. McDavid*
Chief Executive Officer, Treasury & Securities Services	Heidi Miller*
Head, Retail Financial Services	Charles W. Scharf*
Executive Vice President, Card Services	Richard J. Srednicki*
Head, Asset & Wealth Management	James E. Staley*
Chief Risk Officer	Don M. Wilson III*
Co-Chairman, Investment Bank	William T. Winters*

Directors(1)

Name	Principal Occupation or Employment; Business or Residence Address
-----	
Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer Deere & Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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- (1) Each of whom is a United States citizen.
- \* Principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.
- (1) Each of whom is a United States citizen.

Page 10 of 12 pages

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

Name	Principal Occupation or Employment; Business or Residence Address
-----	
John H. Biggs	Former Chairman and CEO



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TIAA - CREF  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
Lawrence A. Bossidy

Retired Chairman of the Board  
Honeywell International Inc.  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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Stephen B. Burke

President  
Comcast Cable Communications, Inc.  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
James S. Crown

President  
Henry Crown and Company  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

-----  
James Dimon

President and Chief Operating Officer  
JPMorgan Chase & Co.  
270 Park Avenue, 8th Floor  
New York, New York 10017-2070

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Ellen V. Futter

President and Trustee  
American Museum of Natural History  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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William H. Gray, III

Retired President and Chief Executive  
Officer  
The College Fund/UNCF  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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William B. Harrison, Jr.

Chairman of the Board and Chief Executive  
Officer  
JPMorgan Chase & Co.  
270 Park Avenue, 8th Floor  
New York, New York 10017-2070

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Laban P. Jackson, Jr.

Chairman and Chief Executive Officer  
Clear Creek Properties, Inc.  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

Page 11 of 12 pages

SCHEDULE 13G

Issuer: Carrizo Oil & Gas, Inc.

CUSIP No.: 144577103

Name

Principal Occupation or Employment;

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Business or Residence Address

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Lee R. Raymond	Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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John W. Kessler	Owner John W. Kessler Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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Robert I. Lipp	Chairman The St. Paul Travelers Companies, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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Richard A. Monoogian	Chairman and Chief Executive Officer Masco Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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David C. Novak	Chairman and Chief Executive Officer Yum! Brands, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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John R. Stafford	Retired Chairman of the Board Wyeth c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017
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