

MARINER ENERGY INC

Form 3

August 12, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â McCullough Michael C

(Last) (First) (Middle)

ONE BRIARLAKE PLAZA,
SUITE 2000,Â 2000 WEST
SAM HOUSTON PARKWAY
SOUTH

(Street)

HOUSTON,Â TXÂ 77042

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/06/2008

3. Issuer Name **and** Ticker or Trading Symbol
MARINER ENERGY INC [ME]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

VP-Acquisitions & Divestitures

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

56,429 (1) (2) (3) (4)

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	03/02/2006	03/11/2015	Common Stock	17,600	\$ 14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCullough Michael C ONE BRIARLAKE PLAZA, SUITE 2000 2000 WEST SAM HOUSTON PARKWAY SOUTH HOUSTON, TX 77042	Â	Â	Â VP-Acquisitions & Divestitures	Â

Signatures

Michael C. McCullough by Teresa G. Bushman pursuant to Power of Attorney dated August 7, 2008 and filed herewith as Exhibit 24. 08/12/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Of these shares, 11,207 are shares remaining from a May 9, 2006 grant under the issuer's Stock Incentive Plan, as amended or restated
- (1) from time to time (the "SIP"), of 12,000 shares of restricted stock that vest one-fourth on each of the first four anniversaries of the grant date.
 - (2) Of these shares, 12,500 are shares of restricted stock granted on April 18, 2007 under the SIP that vest one-third on each of the first three anniversaries of the grant date.
 - (3) Of these shares, 7,427 are shares of restricted stock granted on March 24, 2008 under the SIP that vest one-fourth on each of the first four anniversaries of the grant date.
- Of these shares, 17,121 are shares of restricted stock granted on June 16, 2008 under the SIP as part of 2008 Long-Term Performance-Based Restricted Stock Program, and generally vest as follows: (i) 40% of the shares vest pro rata over five years on each of
- (4) the first five anniversaries of the date on which the rolling 15-day average closing price per share of Mariner common stock is \$38 or more but less than \$46, and (ii) the remaining 60% of the shares vest pro rata over seven years on each of the first seven anniversaries of the date on which the rolling 15-day average closing price per share of Mariner common stock is \$46 or more.

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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