

COX GREGORY B
Form 4
February 01, 2005

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 *
COX GREGORY B

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)
8201 PRESTON ROAD, SUITE 600

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice President/Exploration

DALLAS, TX 75225

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

(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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Common Stock | 01/28/2005 | | M | 10,120 | A | \$ 5.75 | 43,418 | D | |
| Common Stock | 01/28/2005 | | F | 1,992 | D | \$ 29.22 | 41,426 | D | |
| Common Stock | 01/28/2005 | | M | 15,000 | A | \$ 3.75 | 56,426 | D | |
| Common Stock | 01/28/2005 | | F | 1,926 | D | \$ 29.22 | 54,500 | D | |
| Common Stock | 01/28/2005 | | M | 10,000 | A | \$ 6.625 | 64,500 | D | |

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Common Stock 01/28/2005 F 2,268 D \$ 29.22 62,232 D

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Incentive Stock Option | \$ 5.75 | 01/28/2005 | | M | 10,120 | 02/04/1999 02/04/2008 | Common Stock 10,120 |
| Incentive Stock Option | \$ 3.75 | 01/28/2005 | | M | 15,000 | 03/27/2001 03/27/2010 | Common Stock 15,000 |
| Incentive Stock Option | \$ 6.625 | 01/28/2005 | | M | 10,000 | 12/05/1998 12/05/2007 | Common Stock 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Vice President/Exploration

COX GREGORY B
8201 PRESTON ROAD, SUITE 600
DALLAS, TX 75225

Signatures

/s/ Gregory B. Cox 02/01/2005

**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).

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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