

FORM 5

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

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person* KROHN TRACY W		2. Issuer Name and Ticker or Trading Symbol W&T OFFSHORE INC [WTI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman & CEO																																								
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011		6. Individual or Joint/Group Reporting (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person																																							
C/O W&T OFFSHORE INC., NINE GREENWAY PLAZA, SUITE 300			4. If Amendment, Date Original Filed(Month/Day/Year)																																									
(Street) HOUSTON, TX 77046			(City) (State) (Zip)		<table border="1"> <tr> <th colspan="7">Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</th> </tr> <tr> <th>1. Title of Security (Instr. 3)</th> <th>2. Transaction Date (Month/Day/Year)</th> <th>2A. Deemed Execution Date, if any (Month/Day/Year)</th> <th>3. Transaction Code (Instr. 8)</th> <th colspan="3">4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th> <th>5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)</th> <th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th> <th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th> </tr> <tr> <td>COMMON STOCK</td> <td>11/24/2011</td> <td></td> <td>G</td> <td>27,225</td> <td>D</td> <td>\$ 0</td> <td>39,206,962</td> <td>D</td> <td></td> </tr> <tr> <td>COMMON STOCK</td> <td>11/24/2011</td> <td></td> <td>G</td> <td>27,225</td> <td>A</td> <td>\$ 0</td> <td>27,225</td> <td>I</td> <td>By the Krohn 2008 Irrevocable Trust (1)</td> </tr> </table>			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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	COMMON STOCK	11/24/2011		G	27,225	D	\$ 0	39,206,962	D		COMMON STOCK	11/24/2011		G	27,225	A	\$ 0	27,225	I	By the Krohn 2008 Irrevocable Trust (1)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
					(A) (D)								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KROHN TRACY W C/O W&T OFFSHORE INC. NINE GREENWAY PLAZA, SUITE 300 HOUSTON, TX 77046	X	X	Chairman & CEO	

Signatures

/s/ By Thomas F. Getten, attorney-in-fact	01/19/2012
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).
These shares are held in the Krohn 2008 Irrevocable Trust, the beneficiaries of which are the Reporting Person's children. The Reporting Person disclaims beneficial (1) ownership of these shares, and this report shall not be deemed an admission that the Reporting person is the beneficial owner of the shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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