

PRINCE JAMES H  
Form 4  
November 16, 2004

**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 \*  
PRINCE JAMES H

(Last) (First) (Middle)

STONE ENERGY, PO BOX 52807

(Street)

LAFAYETTE, LA 70505

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STONE ENERGY CORP [SGY]

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

11/16/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive VP and CFO

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 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)
				(A) or (D) Price			
Common Stock	11/16/2004		G	116 D \$ 0	261,715	D	

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)**

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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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 36.46	11/14/2003		<u>A</u> <sup>(1)</sup>	<u>0</u> <sup>(1)</sup>	11/14/2004 <sup>(2)</sup> 11/14/2013	Common Stock	3,000
Employee Stock Option (Right to Buy)	\$ 32.96	12/06/2002		<u>A</u> <sup>(1)</sup>	<u>0</u> <sup>(1)</sup>	12/06/2003 <sup>(2)</sup> 12/06/2012	Common Stock	35,000
Employee Stock Option (Right to Buy)	\$ 38.785	09/10/2001		<u>A</u> <sup>(1)</sup>	<u>0</u> <sup>(1)</sup>	09/10/2002 <sup>(2)</sup> 09/10/2011	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 58.156	05/18/2000		<u>A</u> <sup>(1)</sup>	<u>0</u> <sup>(1)</sup>	05/18/2001 <sup>(2)</sup> 05/18/2010	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 26	08/07/1997		<u>A</u> <sup>(1)</sup>	<u>0</u> <sup>(1)</sup>	08/07/1998 <sup>(2)</sup> 08/07/2007	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 20.313	08/20/1996		<u>A</u> <sup>(1)</sup>	<u>0</u> <sup>(1)</sup>	08/20/1997 <sup>(2)</sup> 08/20/2006	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 12.25	11/14/1995		<u>A</u> <sup>(1)</sup>	<u>0</u> <sup>(1)</sup>	11/14/1996 <sup>(2)</sup> 11/14/2005	Common Stock	10,000

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRINCE JAMES H STONE ENERGY PO BOX 52807 LAFAYETTE, LA 70505			Executive VP and CFO	

## Signatures

James H. Prince                      11/16/2004

\*\*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).
- (1) Information such as "01/01/2003," "A" and "0" is provided although no activity for this holding.
- (2) Exercisable in annual increments of 20% beginning on the 1st anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.