

PRENG DAVID E
Form 4/A
May 05, 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 *
PRENG DAVID E

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)
03/24/2005

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

DALLAS, TX 75225
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/29/2005

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/24/2005		M			25,000	A	\$ 6.9375	96,953	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/24/2005		M			25,000	A	\$ 9	121,953	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/24/2005		M			10,000	A	\$ 3.125	131,953	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/24/2005		M			25,000	A	\$ 11	156,953	D	Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/24/2005		M			10,000	A	\$ 4.25	169,953	D	Indirect Beneficial Ownership (Instr. 4)

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Common Stock	03/24/2005	M	30,000	A	\$ 3.75	196,953	D
Common Stock	03/24/2005	M	5,000	A	\$ 15.32	201,953	D
Common Stock	03/24/2005	M	7,500	A	\$ 17.15	209,453	D
Common Stock	03/24/2005	M	10,000	A	\$ 18.81	219,453	D

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

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(9-02)

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
Non Qualified Option	\$ 6.9375	03/24/2005		M	25,000	05/01/1998 05/01/2007	Common Stock 25,000
Non Qualified Option	\$ 9	03/24/2005		M	25,000	05/01/1999 05/01/2008	Common Stock 25,000
Non Qualified Option	\$ 3.125	03/24/2005		M	10,000	12/23/1999 12/23/2008	Common Stock 10,000
Non Qualified Option	\$ 11	03/24/2005		M	25,000	05/01/2000 05/01/2009	Common Stock 25,000
Non Qualified Option	\$ 4.25	03/24/2005		M	10,000	12/06/2000 12/06/2009	Common Stock 10,000
Non Qualified	\$ 3.75	03/24/2005		M	30,000	03/27/2001 03/27/2010	Common Stock 30,000

Option										
Non Qualified Option	\$ 15.32	03/24/2005		M	5,000	12/11/2002	12/11/2011	Common Stock	5,000	
Non Qualified Option	\$ 17.15	03/24/2005		M	7,500	12/17/2003	12/17/2012	Common Stock	7,500	
Non qualified Option	\$ 18.81	03/24/2005		M	10,000	12/15/2004	12/15/2013	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRENG DAVID E 8201 PRESTON ROAD, SUITE 600 DALLAS, TX 75225		X		

Signatures

/s/ David E. Preng by W. Jefferson Burnett as Attorney in
Fact

05/05/2005

__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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