SMITH JORDAN R
Form 4
October 08, 2010

FORM 4

OMB APPROVAL

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

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 *
SMITH JORDAN R

(Last) (First) (Middle)

7000 E. QUINCY AVENUE, APT. F416

(Street)

DENVER, CO 80237

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CLAYTON WILLIAMS ENERGY INC /DE [CWEI]

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $.10 par value								8,000	D	
Common Stock, $.10 par value								400	I	See (1)

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

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SEC 1474 (9-02)

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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Outside Directors Stock Option Plan	$ 27	10/06/2010		M			1	07/01/2001	01/01/2011	Common Stock, $.10 par value	1,000
Outside Directors Stock Option Plan	$ 13.1	10/06/2010		M			1	07/01/2002	01/01/2012	Common Stock, $.10 par value	1,000
Outside Directors Stock Option Plan	$ 12.14	10/06/2010		M			1	07/01/2003	01/01/2013	Common Stock, $.10 par value	1,000
Outside Directors Stock Option Plan	$ 28.93	10/06/2010		M			1	07/01/2004	01/01/2014	Common Stock, $.10 par value	1,000
Outside Directors Stock Option Plan	$ 22.9	10/06/2010		M			1	07/01/2005	01/01/2015	Common Stock, $.10 par value	1,000
Outside Directors Stock Option	$ 41.74	10/06/2010		M			1	07/01/2006	01/01/2016	Common Stock, $.10 par value	1,000

Plan									
Outside Directors Stock Option Plan	$ 36.31	10/06/2010		M	1	07/01/2007	01/01/2017	Common Stock, $.10 par value	1,000
Outside Directors Stock Option Plan	$ 31.16	10/06/2010		M	1	07/01/2008	01/01/2018	Common Stock, $.10 par value	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH JORDAN R 7000 E. QUINCY AVENUE, APT. F416 DENVER, CO 80237	X			

Signatures

/s/ Jordan R. Smith by L. Paul Latham as attorney-in-fact	10/08/2010
**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) Indirect ownership shares are owned by Mr. Smith's wife.

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.