FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

wasnington, D.C. 20549

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

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

1. Name and Address of Reporting Person*  JP MORGAN PARTNERS 23A SBIC LP					2. I <u>C.</u>	2. Issuer Name and Ticker or Trading Symbol CARRIZO OIL & GAS INC [ CRZO ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)      Director					
(Last) (First) (Middle)  J.P. MORGAN PARTNERS						3. Date of Earliest Transaction (Month/Day/Year) 09/28/2004									officer below)			Other ( below)	specify	
1221 AVENUE OF THE AMERICAS 40TH FLOOR						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street) NEW YORK NY 10020					- 109/	09/30/2004									Form filed by One Reporting Person  X Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)																	
		Tab	le I - No	n-Deri\	/ative	e Se	curiti	es Ac	cquired,	Dis	posed (	of, or I	3ene	ficiall	y Owne	d				
1. Title of	Security (Ins	tr. 3)		2. Transaction Date (Month/Day/Year		Execution Date,		Code (I		n Disposed Of		Acquired (A) or (D) (Instr. 3, 4 and		Securition Beneficit Owned I Reporte	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	Ctools			00/29	0/200	4			Code	V	Amount	(D		Price \$9.79	(Instr. 3	and 4)		D		
Common				_	09/28/2004				S		16,00 27,00	-	D D	\$9.81	- 1	30,631 23,631		D		
Common				09/28/2004		-			S		12,30	-	D D	\$9.71	- 1	1,331		D		
Common	Stock			09/29/2004					S		20,00	_	D			01,333		D		
Common	Stock			09/29	9/2004	4			S		5,700	0	D	\$9.75	2,18	35,631		D		
Common	Stock			09/29	/29/2004				S		1,800	0	D	\$9.76	2,18	33,831		D		
Common	Stock			09/29	9/2004	4			S		6,500	0	D	\$9.79	2,17	77,331		D		
1		-																		
		ı							juired, D						Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		(e.g., p		calls	5. Nu of Deriv Secu Acqu (A) o Dispo	mber vative prities priced r osed ) r. 3, 4	uired, D s, option 6. Date Exe Expiration (Month/Day	rcisa	onverti ble and		and Ar arities ring ive Sec	mount	Owned  8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deemo	(e.g., p	4. Transa Code (	calls	5. Nu of Deriv Secu Acqu (A) o Dispo of (D) (Insti	mber vative prities priced r osed ) r. 3, 4	6. Date Exe Expiration	ercisa Date y/Year	onverti ble and	7. Title of Secu Underly Derivat	and Ar irities ving ive Sec and 4	mount curity )	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactio	illy	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deemo	(e.g., p	4. Transa Code ( 8)	action (Instr.	5. Nu of Deriv Secu Acqu (A) oo Disp of (D (Insti	mber vative irities ired r osed ) r. 3, 4 5)	S, Option  6. Date Exe Expiration (Month/Day	ercisa Date Date Plante	Onvertible and	7. Title of Secu Underly Derivat (Instr. 3	And Arrities ving ive Sec and 4	mount curity )	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactio	billy Don(s)	Ownership Form: Direct (D) or Indirect	Beneficial Ownership	
Derivative Security (Instr. 3)  Stock Options (right to	Conversion or Exercise Price of Derivative Security	3. Transaction Date	3A. Deemo	(e.g., p	4. Transa Code ( 8)	action (Instr.	5. Nu of Deriv Secu Acqu (A) oo Disp of (D (Insti	mber vative irities ired r osed ) r. 3, 4 5)	S, Option  6. Date Exe Expiration (Month/Day  Date Exercisable	S, C  ercisa  Date  phylogen in the control of the	onvertible and  )  xpiration ate	7. Title of Sect Underly Derivat (Instr. 3	And	mount curity )	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	pon(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
Stock Options (right to Options (right to Instructions)	Conversion or Exercise Price of Derivative Security	3. Transaction Date	3A. Deemo	(e.g., p	4. Transa Code ( 8)	action (Instr.	5. Nu of Deriv Secu Acqu (A) oo Disp of (D (Insti	mber vative irities ired r osed ) r. 3, 4 5)	Date Exercisable	es, cercisa Date y/Year	onvertible and ble and children control contro	7. Title of Sect Underly Derivat (Instr. 3	An or Nu of Sh	mount curity ) nount imber hares	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	illy pon(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
Stock Options (right to purchase) Stock Options (right to purchase) Stock Options (right to purchase)	Conversion or Exercise Price of Derivative Security  \$1.75	3. Transaction Date	3A. Deemo	(e.g., p	4. Transa Code ( 8)	action (Instr.	5. Nu of Deriv Secu Acqu (A) oo Disp of (D (Insti	mber vative irities ired r osed ) r. 3, 4 5)	Date Exercisable 12/15/2000	es, cercisas Date Processor Date Pro	onvertible and ble and characters are considered by the constant of the consta	Title  Common Stock  Common Common Stock	And Arritities ving ive See and 4	mount curity ) nount amber hares 5,667	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	ily pon(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)  See Footnote(1)  See Footnote(2)	
Stock Options (right to purchase)	conversion or Exercise Price of Derivative Security  \$1.75  \$5.1719	3. Transaction Date	3A. Deemo	(e.g., p	4. Transa Code ( 8)	action (Instr.	5. Nu of Deriv Secu Acqu (A) oo Disp of (D (Insti	mber vative irities ired r osed ) r. 3, 4 5)	Date Exercisable 12/15/2000 05/18/2002	e Epocate Post Post Post Post Post Post Post Post	onvertible and ble and ble and convertible and	Title  Common Stock  Common Stock  Common Stock	And Arrivities ying give See and 4	mount curity )  mount imber hares  6,667	8. Price of Derivative Security	derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	7 7	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)  See Footnote <sup>(1)</sup> See Footnote <sup>(2)</sup> See Footnote <sup>(3)</sup> See	

			able II - Deriva (e.g.,					s, options					
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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Options (right to purchase)	\$9.215							06/09/2005	06/08/2014	Common Stock	7,000		7,000
		Reporting Person*  ARTNERS 23	BA SBIC LP										
	RGAN PAR ENUE OF	(First) TNERS THE AMERICA	(Middle)	R									
(Street)	ORK	NY	10020										
(City)		(State)	(Zip)		_								
J P MC		Reporting Person* PARTNERS 2	3A SBIC										
(Last)	IORGAN P	(First)	(Middle)										
1221 AV	ENUE OF	THE AMERICA	AS 40TH FL.		_								
(Street) NEW Y	ORK	NY	10021										
(City)		(State)	(Zip)		_								
		Reporting Person*											
(Last) 1 CHAS 40TH FI		(First) TTAN PLAZA	(Middle)										
(Street) NEW Y	ORK	NY	10081		- $ $								
(City)		(Stato)	(7in)		_								

10.

Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

Ι

11. Nature

of Indirect Beneficial Ownership (Instr. 4)

Footnote<sup>(7)</sup>

# **Explanation of Responses:**

(City)

(Last)

(Street)

(City)

270 PARK AVE 35TH FL

**NEW YORK** 

(State)

(First)

NY

(State)

1. Name and Address of Reporting Person\*

<u>J P MORGAN CHASE & CO</u>

(Zip)

(Middle)

10017

(Zip)

<sup>1.</sup> These stock options were granted to Arnold Chavkin and Christopher Behrens, directors of the Issuer. Messrs. Chavkin and Behrens are Chief Executive Officer and Managing Director, respectively, of J.P. Morgan Partners (23A SBIC Manager), Inc., the general partner of J.P. Morgan Partners (23A SBIC), L.P. ("JPM 23A SBIC"). Mr. Chavkin ceased to be a director of the Issuer on March 11, 2002. 6,667 of the stock options granted to him are currently exercisable. Mr. Behrens' options became exercisable in three annual installments commencing December 15, 2000. Mr. Chavkin and Mr. Behrens are obligated to transfer any shares issued under uncancelled stock options to JPM 23A SBIC.

<sup>2.</sup> These stock options each were granted to Arnold Chavkin and Christopher Behrens, directors of the Issuer. Mr. Chavkin ceased to be a director of the Issuer on March 11, 2002. 833 of the stock options granted to him are currently exercisable. Mr. Behrens' options become exercisable in three annual installments commencing May 19, 2001. Mr. Chavkin and Mr. Behrens are obligated to transfer any shares

issued under uncancelled stock options to JPM 23A SBIC.

- 3. These stock options were granted to Christopher Behrens, a director of the Issuer. Mr. Behrens is obligated to transfer any shares issued under his stock options to JPM 23A SBIC. These options became exercisable in three annual installments commencing May 18, 2002.
- 4. These options were granted to Bryan Martin, a director of the Issuer. Mr. Martin is a Principal of J.P. Morgan Partners, LLC, the investment advisor to J.P. Morgan Partners (23A SBIC), L.P. Mr. Martin is obligated to transfer any shares issued under his stock options to JPM 23A SBIC. These options became exercisable in three annual installments commencing March 27, 2003.
- 5. 2,500 stock options each were granted to Bryan Martin and Christopher Behrens, directors of the Issuer. These options became exercisable in three annual installments commencing May 22, 2003. Mr. Martin and Mr. Behrens are obligated to transfer any shares issued under the stock options to JPM 23A SBIC.
- 6. 2,500 stock options each were granted to Bryan Martin and Christopher Behrens, directors of the Issuer. These options became exercisable in three annual installments commencing May 27, 2004. Mr. Martin and Mr. Behrens are obligated to transfer any shares issued under the stock options to JPM 23A SBIC.
- 7. 3,500 stock options were granted to Bryan Martin and Christopher Behrens, directors of the Issuer. These options become exercisable in three annual installments commencing June 9, 2005. Mr. Martin and Mr. Behrens are obligated to transfer any shares issued under the stock options to JPM 23A SBIC.

#### Remarks

This filing is being amended to correct the number of shares sold on September 28, 2004 and also to correct the sale prices for such date.

J.P. Morgan Partners (23A SBIC), L.P. By: J.P. Morgan Partners (23A SBIC Manager), Inc., its General Partner By: /s/ Christopher C. Behrens, Managing Director

Date

\*\* Signature of Reporting Person

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

- \* 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.

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 Number.

## 23A SBIC/Carrizo Oil Exhibit 99.1

Name and Address of Reporting Person	Designated Reporter <sup>1</sup>	Statement for month/day/year	Deemed Execution Date , if any (month/day/ year)	Issuer Name, Ticker or Trading Symbol	Title of Security <sup>1</sup>	Title of Derivative Securities and Title and Amount of Securities Underlying Derivative Securities	Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership <sup>1</sup>	Disclaims Pecuniary Interest
J.P. Morgan Partners (23A SBIC Manager), Inc. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas 40th Floor New York, New York 10020	J.P. Morgan Partners (23A SBIC), LP	September 28, 2004	N/A	Carrizo Oil & Gas, Inc. ("CRZO")	Common Stock	See Table II	I	See Explanatory Note 2 below	No
J.P. Morgan Chase Bank 270 Park Avenue 35th Floor New York, NY 10017	J.P. Morgan Partners (23A SBIC), LP	September 28, 2004	N/A	Carrizo Oil & Gas, Inc. ("CRZO")	Common Stock	See Table II	I	See Explanatory Note 3 below	No
J.P. Morgan Chase & Co. 270 Park Avenue 35 <sup>th</sup> Floor New York, NY 10017	J.P. Morgan Partners (23A SBIC), LP	September 28, 2004	N/A	Carrizo Oil & Gas, Inc. ("CRZO")	Common Stock	See Table II	I	See Explanatory Note 4 below	No

## Explanatory Note:

- The Designated Reporter is executing this report on behalf of all Reporting Persons, each of whom has authorized it to do so. Each of such Persons disclaims beneficial ownership of the securities to the extent it exceeds such Person's pecuniary interest therein.
- 2) The amounts shown in Tables I and II represent the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners (23A SBIC), L.P., ("JPM 23A SBIC"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is the general partner of JPM 23A SBIC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is exhibit to several variables, including the integral set of return and variage of integers within JPM 23A SBIC.
- the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM 23A SBIC.

  The amounts shown in Tables I and II represent the beneficial ownership of the Issuer's equity securities by JPM 23A SBIC, a portion of which may be deemed attributable to the Reporting Person because it is the sole stockholder of J.P. Morgan Partners (23A SBIC Manager), Inc. ("SBIC Manager"), the general partner of JPM 23A SBIC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable because it is the sole stockholder of J.P. Morgan Partners (23A SBIC Manager), Inc. ("SBIC Manager"), the general partner of JPM 23A SBIC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the Reporting Person is not readily determinable.
- deemed to be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM 23A SBIC.

  4) The amounts shown in Tables I and II represent the beneficial ownership of the Issuer's equity securities by JPM 23A SBIC, a portion of which may be deemed attributable to the Reporting Person because it is the sole stockholder of (a) The Chase Manhattan Bank, which is the sole stockholder of SBIC Manager, and (b) JPMP Capital Corporation, which is the general partner of JPMP Master Fund Manager, L.P., limited partner of JPM 23A SBIC. The actual pro rata portion of such beneficial ownership that may be attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within JPM 23A SBIC and its non-managing member.