

BARNES KELLY M
Form 4
December 15, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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).

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 *
BARNES KELLY M

2. Issuer Name and Ticker or Trading Symbol
SPINNAKER EXPLORATION CO
[SKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1200 SMITH STREET, SUITE 800

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President - Land

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Common Stock	12/13/2005		D		12,072	D	\$ 65.50 <u>(1)</u>
Common Stock	12/13/2005		D		1,904	D	\$ 65.50 <u>(1)</u>

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 of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee Stock Option (right to buy)	\$ 15.63	12/13/2005		D	19,400	<u>(2)</u>	12/30/2006	Common Stock	19,400
Employee Stock Option (right to buy)	\$ 15.63	12/13/2005		D	30,000	<u>(3)</u>	01/15/2009	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 14.5	12/13/2005		D	33,593	<u>(4)</u>	10/04/2009	Common Stock	33,593
Employee Stock Option (right to buy)	\$ 16.13	12/13/2005		D	25,000	<u>(5)</u>	02/28/2010	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 38.56	12/13/2005		D	24,600	<u>(6)</u>	01/11/2011	Common Stock	24,600
Employee Stock Option (right to buy)	\$ 37.55	12/13/2005		D	35,400	<u>(7)</u>	05/08/2011	Common Stock	35,400
Employee Stock Option (right to	\$ 37.73	12/13/2005		D	20,000	<u>(8)</u>	02/12/2012	Common Stock	20,000

buy)									
Employee Stock Option (right to buy)	\$ 22.89	12/13/2005	D	30,000	<u>(9)</u>	05/06/2008	Common Stock	30,000	
Employee Stock Option (right to buy)	\$ 37.08	12/13/2005	D	15,000	<u>(10)</u>	02/13/2009	Common Stock	15,000	
Employee Stock Option (right to buy)	\$ 34.05	12/13/2005	D	10,000	<u>(11)</u>	05/06/2012	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES KELLY M 1200 SMITH STREET SUITE 800 HOUSTON, TX 77002			Vice President - Land	

Signatures

Kelly M. Barnes 12/15/2005
 **Signature of Date
 Reporting Person

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) The shares were disposed of pursuant to the merger agreement between the issuer and Norsk Hydro ASA in exchange for merger consideration of \$65.50 per share.
- (2) Options became 100% vested on December 30, 2000 and were canceled in the merger in exchange for a cash payment of \$967,575.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (3) Options became 100% vested on January 15, 2003 and were canceled in the merger in exchange for a cash payment of \$1,496,250.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (4) Options became 100% vested on October 4, 2003 and were canceled in the merger in exchange for a cash payment of \$1,713,243.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (5) Options became 100% vested on February 28, 2004 and were canceled in the merger in exchange for a cash payment of \$1,234,375.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (6) Options became 100% vested on January 11, 2005 and were canceled in the merger in exchange for a cash payment of \$662,662.50, representing the difference between the exercise price of the option and merger consideration of \$65.50.

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- (7) Options became 100% vested on May 8, 2005 and were canceled in the merger in exchange for a cash payment of \$989,430.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- Options vested 20% on February 12, 2002, the grant date, and vested in 20% increments on each anniversary of the grant date and were
- (8) canceled in the merger in exchange for a cash payment of \$555,400.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- Options vested 20% on May 6, 2003, the grant date, and vested in 20% increments on each anniversary of the grant date and were
- (9) canceled in the merger in exchange for a cash payment of \$1,278,300.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- Options vested 20% on February 13, 2004, the grant date, and vested in 20% increments on each anniversary of the grant date and were
- (10) canceled in the merger in exchange for a cash payment of \$426,300.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- Options vested 20% on May 6, 2005, the grant date, and were canceled in the merger in exchange for a cash payment of \$314,500.00, representing the difference between the exercise price of the option and merger consideration of \$65.50.
- (11)

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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