

ENERGY PARTNERS LTD  
Form 4  
May 08, 2006

**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 \*  
CARTER HAROLD D

(Last) (First) (Middle)

C/O ENERGY PARTNERS,  
LTD., 201 ST. CHARLES AVENUE

(Street)

NEW ORLEANS, LA 70170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ENERGY PARTNERS LTD [EPL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/04/2006

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 04/04/2006                           |  | G <sup>(1)</sup>               | V   | 19,093  | D  | \$ 0  |
| Common Stock                    | 05/04/2006                           |  | A                              |   | 3,000 <sup>(2)</sup>  | A  | \$ 0  |
| Common Stock                    | 05/04/2006                           |  | A                              |   | 649   | A  | \$ 26.95  |
| Common Stock                    | 04/04/2006                           |  | G <sup>(3)</sup>               | V   | 19,093  | A  | \$ 0  |

By HDDB Investments, Limited

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

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 control number.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy)               | \$ 26.8  | 05/04/2006                           |  | A                              | 6,500   | <sup>(2)</sup> 05/04/2016                                | Common Stock  | 6,500                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CARTER HAROLD D<br>C/O ENERGY PARTNERS, LTD.<br>201 ST. CHARLES AVENUE<br>NEW ORLEANS, LA 70170 |               | X         |         |       |

## Signatures

John H. Peper, Attorney  
in Fact 05/08/2006

        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).
- (3) The reporting person disclaims beneficial ownership of the common stock held by HDBC Investments, Limited, except to the extent of his pecuniary interest therein.
- (1) The reporting person transferred these shares to HDBC Investments, Limited, a limited partnership of which the reporting person is a limited partner and of which the reporting person, directly or indirectly, owns a 42.5% interest. The remaining interests in the limited partnership are owned by the reporting person's wife and children.

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(2) The shares will vest ratably over one year.

(4) Not applicable

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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