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SWIFT ENERGY CO
Form 8-A12B/A
December 22, 2006

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

FORM 8-A/A
Amendment No. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

SWIFT ENERGY COMPANY
(Exact name of Registrant as specified in its charter)

TEXAS
(State or other jurisdiction
of incorporation)

20-3940661
(I.R.S. Employer
Identification No.)

16825 Northchase Drive, Suite 400
Houston, Texas
(Address of Principal Executive Offices)

77060
(ZIP Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Preferred Share Purchase Rights

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. X

If this form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:
None

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

Reference is hereby made to the Registration Statement on Form 8-A filed on

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August 11, 1997 and Amendment No. 1 on Form 8-A/A filed on April 7, 1999 (the "Registration Statement") with the Securities and Exchange Commission by Swift Energy Company, a Texas corporation (the "Company" or "Swift Energy"), relating to the rights distributed to the stockholders of the Company (the "Rights") in connection with the Rights Agreement dated as of August 1, 1997, as amended and restated as of March 31, 1999, amended as of December 12, 2005, and amended as of December 21, 2006 (the "Rights Agreement"), between the Company and American Stock Transfer & Trust Company, as Rights Agent (the "Rights Agent"). All capitalized terms not defined in this Registration Statement have the meanings assigned in the Rights Agreement.

The Registration Statement is hereby amended by adding the following text after the last paragraph of the Registration Statement:

The Company and the Rights Agent have entered into Amendment No. 2 to Rights Agreement, dated as of December 21, 2006 ("Amendment No. 2"). Amendment No. 2 amends the Rights Agreement to:

- extend the "Final Expiration Date" to December 20, 2016; and
- change the "Purchase Price" to \$250 for each one one-thousandth of a share of Preferred Stock purchasable upon exercise of a Right.

The preceding summary of the principal terms of the Amendment No. 2 is a general description only and is subject to the detailed terms and conditions of Amendment No. 2, which is incorporated herein by reference to Exhibit 4.1 to this Registration Statement on Form 8-A/A.

Item 2 Exhibits

| Exhibit No. ----- | Exhibit Description ----- |
|----------------------|--|
| 4.1* | Amendment No. 2 to Rights Agreement dated as of December 21, 2006 |
| 4.2* | Specimen of Right Certificate included as an attachment to Amendment No. 2 to Rights Agreement dated as of December 21, 2006 (included herewith in Exhibit 4.1). |
| 4.3 | Amendment No. 1 to Rights Agreement dated as of December 12, 2005, incorporated by reference to Exhibit 4.3 to Current Report on Form 8-K as filed with the Commission on December 29, 2005. |
| 4.4 | Rights Agreement dated as of August 1, 1997, as amended and restated as of March 31, 1999, incorporated by reference to Exhibit 4 to Registration Statement on Form 8-A/A Amendment No. 1 as filed with the Commission on April 7, 1999. |

*Filed herewith

SIGNATURE

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 22, 2006

Swift Energy Company

By:/s/ Terry E. Swift

Terry E. Swift
Chairman of the Board and
Chief Executive Officer

EXHIBIT INDEX

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*Filed herewith