

FOREST OIL CORP
Form 4
September 11, 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 *

KEYTE DAVID H

(Last) (First) (Middle)
707 SEVENTEENTH STREET,, SUITE 3600
(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FOREST OIL CORP [FST]

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2006

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)
Executive V.P. & CFO

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 09/08/2006 | | M | V | 700 | \$ 18.84 | 46,997 | D |
| Common Stock | 09/08/2006 | | S | | 700 | \$ 32.46 | 46,297 | D |
| Common Stock | 09/08/2006 | | M | | 3,300 | \$ 18.84 | 49,597 | D |
| Common Stock | 09/08/2006 | | S | | 3,300 | \$ 32.25 | 46,297 | D |
| Common Stock | 09/08/2006 | | M | | 100 | \$ 18.84 | 46,397 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|----------------|
| Common Stock | 09/08/2006 | S | 100 | D | \$ 32.38 | 46,297 | D | |
| Common Stock | 09/08/2006 | M | 1,100 | A | \$ 18.84 | 47,397 | D | |
| Common Stock | 09/08/2006 | S | 1,100 | D | \$ 32.27 | 46,297 | D | |
| Common Stock | 09/08/2006 | M | 500 | A | \$ 18.84 | 46,797 | D | |
| Common Stock | 09/08/2006 | S | 500 | D | \$ 32.2 | 46,297 | D | |
| Common Stock | 09/08/2006 | M | 500 | A | \$ 18.84 | 46,797 | D | |
| Common Stock | 09/08/2006 | S | 500 | D | \$ 32.28 | 46,297 | D | |
| Common Stock | | | | | | 783 | I | By 401(k) Plan |

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.

SEC 1474
(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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | | M | 2,200 | 09/08/2006 11/05/2006 | Common Stock | 2,200 |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | | M | 700 | 09/08/2006 11/05/2006 | Common Stock | 700 |
| | \$ 18.84 | 09/08/2006 | | M | 400 | 09/08/2006 11/05/2006 | | 400 |

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|---|----------|------------|---|-------|------------|------------|--------------|--------------|--|
| Non-Qualified Stock Option (right to buy) | | | | | | | | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 900 | 09/08/2006 | 11/05/2006 | Common Stock | 900 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 400 | 09/08/2006 | 11/05/2006 | Common Stock | 400 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 800 | 09/08/2006 | 11/05/2006 | Common Stock | 800 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 200 | 09/08/2006 | 11/05/2006 | Common Stock | 200 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 100 | 09/08/2006 | 11/05/2006 | Common Stock | 100 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 100 | 09/08/2006 | 11/05/2006 | Common Stock | 100 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 500 | 09/08/2006 | 11/05/2006 | Common Stock | 500 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 1,200 | 09/08/2006 | 11/05/2006 | Common Stock | 1,200 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 1,900 | 09/08/2006 | 11/05/2006 | Common Stock | 1,900 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 700 | 09/08/2006 | 11/05/2006 | Common Stock | 700 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 900 | 09/08/2006 | 11/05/2006 | Common Stock | 900 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 1,300 | 09/08/2006 | 11/05/2006 | Common Stock | 1,300 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 2,010 | 09/08/2006 | 11/05/2006 | Common Stock | 2,010 | |
| Non-Qualified Stock Option | \$ 18.84 | 09/08/2006 | M | 1,600 | 09/08/2006 | 11/05/2006 | Common Stock | 1,600 | |

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|---|----------|------------|---|-------|------------|------------|--------------|-------|--|
| (right to buy) | | | | | | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 400 | 09/08/2006 | 11/05/2006 | Common Stock | 400 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 300 | 09/08/2006 | 11/05/2006 | Common Stock | 300 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 3,200 | 09/08/2006 | 11/05/2006 | Common Stock | 3,200 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 300 | 09/08/2006 | 11/05/2006 | Common Stock | 300 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 7,900 | 09/08/2006 | 11/05/2006 | Common Stock | 7,900 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 100 | 09/08/2006 | 11/05/2006 | Common Stock | 100 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 700 | 09/08/2006 | 11/05/2006 | Common Stock | 700 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 800 | 09/08/2006 | 11/05/2006 | Common Stock | 800 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 500 | 09/08/2006 | 11/05/2006 | Common Stock | 500 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 1,200 | 09/08/2006 | 11/05/2006 | Common Stock | 1,200 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 1,200 | 09/08/2006 | 11/05/2006 | Common Stock | 1,200 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 1,200 | 09/08/2006 | 11/05/2006 | Common Stock | 1,200 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.84 | 09/08/2006 | M | 100 | 09/08/2006 | 11/05/2006 | Common Stock | 100 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEYTE DAVID H 707 SEVENTEENTH STREET, SUITE 3600 DENVER, CO 80202 | | | Executive V.P. & CFO | |

Signatures

By: Lizbeth J. Stenmark, attorney-in-fact For: David H. Keyte
 Date: 09/11/2006

**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).

On March 2, 2006, Forest completed a spin-off transaction involving a wholly-owned subsidiary, which was subsequently merged with a subsidiary of Mariner Energy, Inc. The number and the exercise price of all outstanding stock options granted under Forest's equity incentive plans were adjusted to reflect the spin-off.

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.