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CARRIZO OIL & GAS INC  
Form SC 13G/A  
February 17, 2004

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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13d-2 (b)

(AMENDMENT NO. 4) \*

Carrizo Oil & Gas, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

144577103

-----  
(CUSIP Number)

February 11, 2004

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(\* ) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of

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the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13G

ISSUER: Carrizo Oil & Gas, Inc.

CUSIP NO.: 144577103

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

J.P. Morgan Partners (23A SBIC), L.P. (f/k/a

J.P. Morgan Partners (23A SBIC), LLC)

13-3986302

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares  
Beneficially Owned  
by Each Reporting

5. Sole Voting Power

3,999,766 (includes Warrant  
to purchase 2,208,152 and  
Options to purchase 26,666)

6. Shared Voting Power

0 shares of Common Stock

7. Sole Dispositive  
Power

3,999,766 (includes Warrant to  
purchase 2,208,152 and Options  
to purchase 26,666)

8. Shared Dispositive  
Power

0 shares of Common Stock

9. Aggregate Amount Beneficially Owned by  
Each Reporting Person

3,999,766 (includes Warrant to  
purchase 2,208,152 and Options  
to purchase 26,666)

10. Check if the Aggregate Amount in Row (9)  
Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount  
in Row (9)

19.7%

12. Type of Reporting Person (See Instructions)

PN

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SCHEDULE 13G

ISSUER: Carrizo Oil & Gas, Inc.

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PRELIMINARY NOTE: The information contained in this Schedule 13G has been filed to reflect: (i) the sale by the Reporting Person of 1,144,144 shares of Common Stock; (ii) the change of name of the Reporting Person; (iii) a change in the controlling persons of the Reporting Person, and (iv) the issuance or vesting of Options to purchase 7,500 shares of the Issuer's Common Stock.

ITEM 1.

(A) NAME OF ISSUER:

Carrizo Oil & Gas, Inc..

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

14811 St. Mary's Lane, Suite 148, Houston, TX 77079.

ITEM 2.

(A) NAME OF PERSON FILING:

J.P. Morgan Partners (23A SBIC), L.P.

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1221 Avenue of the Americas  
New York, New York 10020

(C) CITIZENSHIP:

Delaware

(D) TITLE OF CLASS OF SECURITIES (OF ISSUER):

Common Stock

(E) CUSIP NUMBER:

144577103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS. 240. 13d-1(b) OR 240. 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

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(A) AMOUNT BENEFICIALLY OWNED:

3,999,766 (includes Warrant to purchase 2,208,152 and Options to purchase 26,666)

(B) PERCENT OF CLASS:

19.7%

(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) 3,999,766 (includes Warrant to purchase 2,208,152 and Options to purchase 26,666)

(ii) Not applicable

(iii) 3,999,766 (includes Warrant to purchase 2,208,152 and Options to purchase 26,666)

(iv) Not applicable

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2004

J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC Manager).,  
Inc., Its General Partner

By: /s/ Jeffrey C. Walker

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Name: Jeffrey C. Walker  
Title: President

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SCHEDULE 13G

ISSUER: Carrizo Oil & Gas, Inc.

CUSIP NO.: 144577103

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EXHIBIT 2(a)

This statement is being filed by J.P. Morgan Partners (23A SBIC), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP (23A SBIC)") whose principal business is located at 1221 Avenue of the Americas, New York, NY 10020. JPMP (23A SBIC) is engaged in the venture capital and leveraged buyout business. The General Partner of JPMP (23A SBIC) is J.P. Morgan Partners (23A SBIC Manager), Inc., a Delaware corporation (hereinafter referred to as "JPMP (23A Manager)"), whose principal business office is located at the same address as JPMP (23A SBIC). JPMP (23A Manager) is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employment of each executive officer and director of JPMP (23A Manager).

JPMP (23A Manager) is a wholly owned subsidiary of JPMorgan Chase Bank, a New York corporation, (hereinafter referred to as "Chase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of Chase Bank.

Chase Bank is a wholly owned subsidiary of J.P. Morgan Chase & Co., a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

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SCHEDULE 13G

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SCHEDULE A

J.P. MORGAN PARTNERS (SBIC 23A MANAGER), INC.

EXECUTIVE OFFICERS(1)

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Christopher C. Behrens*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Cornell P. French*
Managing Director	Michael R. Hannon*
Managing Director	Alfredo Irigoien*
Managing Director	Andrew Kahn*
Managing Director	Jonathan R. Lynch*
Managing Director	Stephen P. Murray*
Managing Director	Timothy Purcell*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr.*
Managing Director	Damion E. Wicker, M.D.*

DIRECTORS(1)

Jeffrey C. Walker\*

- 
- (1) Each of whom is a United States citizen except for Mr. Irigoien.  
\* Principal occupation is employee and /or officer of J.P. Morgan, LLC.  
Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020

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SCHEDULE B

JPMORGAN CHASE BANK

EXECUTIVE OFFICERS(1)

Chairman of the Board and Chief Executive Officer	William B. Harris
Vice Chairman	David A. Coulter*
Vice Chairman	Thomas B. Ketchum
Vice Chairman; Co-Chief Executive Officer, Investment Bank	Donald H. Layton*

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Vice Chairman; Head of Finance, Risk Management and Administration  
 Vice Chairman  
 Executive Officer  
 Chief Financial Officer  
 General Counsel  
 Director of Human Resources  
 Director of Corporate Marketing and Communications  
 Executive Vice President; Head of Market Risk Management  
 Controller

Marc J. Shapiro\*  
 Jeffrey C. Walker  
 Donald H. McCree  
 Dina Dublon\*  
 William H. McDavi  
 John J. Farrell\*  
 Frederick W. Hill  
 Lesley Daniels We  
 Joseph L. Scalfan

- (1) Each of whom is a United States citizen.  
 \* Principal occupation is employee or officer of J.P. Morgan Chase & Co.  
 Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York,  
 New York 10017.  
 \*\* Principal occupation is employee and/or officer of J.P. Morgan Partners,  
 LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the  
 Americas, New York New York 10020.

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SCHEDULE 13G

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DIRECTORS (1)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265
Frank A. Bennack, Jr.	President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019
Lawrence A. Bossidy	Chairman of the Board Honeywell International P.O. Box 3000 Morristown, NJ 07962-2245
Ellen V. Futter	President and Trustee American Museum of Natural History Central Park West at 79th Street New York, NY 10024
William H. Gray, III	President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031
William B. Harrison, Jr.	Chairman of the Board and

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Chief Executive Officer  
J.P. Morgan Chase & Co.  
270 Park Avenue, 8th Floor  
New York, New York 10017-2070

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Helene L. Kaplan

Of Counsel  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036  
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(1) Each of whom is a United States citizen.

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SCHEDULE C

J.P. MORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

Chairman of the Board and Chief Executive Officer  
Vice Chairman  
Vice Chairman  
Vice Chairman  
Vice Chairman  
Vice Chairman; Head of Finance, Risk Management and Administration  
Executive Officer  
Executive Vice President; Chief Financial Officer  
Executive Vice President; Head of Market Risk Management  
General Counsel  
Director of Human Resources  
Director of Corporate Marketing and Communications  
Controller

William B. Harris  
David A. Coulter\*  
Thomas B. Ketchum  
Donald H. Layton\*  
Jeffrey C. Walker  
Marc J. Shapiro\*  
Donald H. McCree  
Dina Dublon\*  
Lesley Daniels We  
William H. McDavi  
John J. Farrell\*  
Frederick W. Hill  
Joseph L. Scalfan

-----  
(1) Each of whom is a United States citizen.

\* Principal occupation is employee or officer of J.P. Morgan Chase & Co.  
Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York,  
New York 10017.

\*\* Principal occupation is employee and/or officer of J.P. Morgan Partners,  
LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the  
Americas, New York New York 10020.

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SCHEDULE 13G

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CUSIP NO.: 144577103

DIRECTORS (1)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Hans W. Becherer	Retired Chairman of the Board and Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265
Riley P. Bechtel	Chairman and Chief Executive Officer Bechtel Group, Inc. P.O. Box 193965 San Francisco, CA 94119-3965
Frank A. Bennack, Jr.	President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019
John H. Biggs	Former Chairman and CEO TIAA - CREF 730 Third Avenue 25th Floor New York, NY 10017
Lawrence A. Bossidy	Chairman of the Board Honeywell International P.O. Box 3000 Morristown, NJ 07962-2245
M. Anthony Burns	Chairman of the Board Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166
Ellen V. Futter	President and Trustee American Museum of Natural History Central Park West at 79th Street New York, NY 10024
William H. Gray, III	President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031

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-----  
William B. Harrison, Jr.

Chairman of the Board and  
Chief Executive Officer  
J.P. Morgan Chase & Co.  
270 Park Avenue, 8th Floor  
New York, New York 10017-2070

-----  
Helene L. Kaplan

Of Counsel  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036

-----  
Lee R. Raymond

Chairman of the Board and  
Chief Executive Officer  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

-----  
John R. Stafford

Chairman of the Board  
American Home Products Corporation  
5 Giralda Farms  
Madison, New Jersey 07940

-----  
(1) Each of whom is a United States citizen.