

MARINER ENERGY INC
Form 4
August 09, 2007

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 *
ARONSON BERNARD W

(Last) (First) (Middle)

**ACON INVESTMENTS LLC, 1133
CONNECTICUT AVENUE, NW,
SUITE 700**

2. Issuer Name and Ticker or Trading Symbol
MARINER ENERGY INC [ME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

WASHINGTON, DC 20036

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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			
				Code	V	Amount		
Common Stock	08/09/2007		A	7,768	A	①	11,306	D
Common Stock	08/09/2007		A	2,589	A	②	13,895	D
Common Stock							394,044 ③	I
							See footnote ③	

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

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displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARONSON BERNARD W ACON INVESTMENTS LLC 1133 CONNECTICUT AVENUE, NW, SUITE 700 WASHINGTON, DC 20036		X		

Signatures

Bernard W. Aronson by Teresa G. Bushman pursuant to Power of Attorney dated March 1, 2006 (previously filed as Exhibit 24 to Mr. Aronson's Form 3 filed on March 6, 2006). 08/09/2007

__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).
- (1) Shares of restricted stock granted on August 9, 2007 under the issuer's Second Amended and Restated Stock Incentive Plan (the "Plan"). The shares vest one-third on each of the next three regularly-scheduled annual meetings of the issuer's stockholders following the date of grant. The number of shares granted was determined by reference to the closing price per share of the issuer's common stock on the New York Stock Exchange on August 8, 2007 of \$19.31.
- (2) Shares of restricted stock granted on August 9, 2007 under the Plan. The shares vest 100% on the date of the 2010 regularly-scheduled annual meeting of the issuer's stockholders. The number of shares granted was determined by reference to the closing price per share of the issuer's common stock on the New York Stock Exchange on August 8, 2007 of \$19.31.
- (3) Represents shares held by ACON E&P, LLC ("LLC"). The reporting person is a managing member of LLC. The reporting person disclaims beneficial ownership of the securities held by LLC, except to the extent of his pecuniary interest therein.

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.