

Ni Zhaoxing  
Form 4  
September 29, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Ni Zhaoxing

2. Issuer Name and Ticker or Trading Symbol  
CRIMSON EXPLORATION INC.  
[CXPO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/27/2011

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

CHRYSLER BUILDING, 405  
LEXINGTON AVE., 65TH FLOOR

(Street)

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

NEW YORK, NY 10174

(City) (State) (Zip)

**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 Ownership (Instr. 4) |           |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |           |   |   |
| Common Stock                    | 09/27/2011                           |  | P <sup>(1)</sup>               |   | 8,800   | A  | \$ 2,4788                                  | 6,482,905 | I | By Petro Energy Worldwide Investment Ltd. |
| Common Stock                    | 09/28/2011                           |  | P <sup>(1)</sup>               |   | 6,400   | A  | \$ 2,2569                                  | 6,489,305 | I | By Petro Energy Worldwide Investment Ltd. |
|                                 | 09/29/2011                           |  | P <sup>(1)</sup>               |   | 6,500   | A  |  | 6,495,805 | I |   |



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**Remarks:**

This Form 4 has been signed by John A. Thomas on behalf of Reporting Person, pursuant to an instrument of Power of Attorney.

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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