

ARONSON BERNARD W  
Form 4  
May 05, 2010

**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**  
  
(Street)  
  
**WASHINGTON, DC 20036**  
  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/05/2010**

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)

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) Code V Amount (D) Price			
Common Stock	05/05/2010		A	6,198 A 11	68,170 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Following Reporting Transaction (Instr. 6)
				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 4 filed on March 6, 2006). 05/05/2010

\_\_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 May 5, 2010 under the issuer's Stock Incentive Plan, as amended and restated from time to time. 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 May 4, 2010 of \$24.20.
- (2) The net decrease in the number of shares reported since the last Form 4 filed reflects the (i) acquisition which this Form 4 reports and (ii) distribution by ACON E&P, LLC (the "LLC") to ultimate beneficial owners of 100% of the 184,044 shares previously reported as beneficially owned by the LLC, including 31,600 shares distributed to Mr. Aronson, which he now owns directly. Mr. Aronson disclaimed beneficial ownership of the securities held by the 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.