LOYD PAU Form 5	IL B JR									
February 12	, 2007									
FORM	15							OMB A	PPROVAL	
		RITIES AND EXCHANGE COMMISS			MMISSION	OMB Number:	3235-0362			
Check thi no longer	Washington, D	shington, D.C. 20549				Expires:	January 31, 2005			
to Section 16. Form 4 or Form ANNUAL STATEM				ENT OF CHANGES IN BENEFICIAL CRSHIP OF SECURITIES				Estimated a burden hou response	average Irs per	
1(b). Form 3 H Reported Form 4 Transacti Reported	oldings Section 17(a) of the Public	n 16(a) of the S c Utility Holdir e Investment C	ng Compa	ny Act	t of 1		n		
LOYD PAUL B JR Symbol			er Name and Ticker or Trading ol RIZO OIL & GAS INC				5. Relationship of Reporting Person(s) to Issuer			
			ZO]					(Check all applicable)		
(Last)				ment for Issuer's Fiscal Year Ended /Day/Year) 2006			X_ Director 10% Owner Officer (give title Other (specify below) below)			
1100 LOUS STREET,Â	SIANA SUITE 1500									
			Amendment, Date (Month/Day/Year)	onth/Day/Year)				pint/Group Reporting k applicable line)		
HOUSTON	I, TX 77002									
11005101	,11 1741 11002					_	X_ Form Filed by Form Filed by M erson	One Reporting P More than One R		
(City)	(State)	(Zip)	fable I - Non-Der	vivative Sec	urities A	Acqui	red, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired saction (A) or Disposed of e (D) r. 8) (Instr. 3, 4 and 5) (A) or		of	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/28/2006	Â	G	50,000		\$ 0	144,490	D	Â	
	port on a separate line ficially owned direct		contained i	in this for	n are n	ot re	lection of infor quired to resp id OMB contro	ond unless	SEC 2270 (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)		ate	Amou Under Secur	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	9. of D So B O E Is Fi Is (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
I State and a state	Director	10% Owner	Officer	Other			
LOYD PAUL B JR 1100 LOUSIANA STREET SUITE 1500 HOUSTON, TX 77002	ÂX	Â	Â	Â			
Signatures							
/s/ Paul B. Loyd, 02/1 Jr.	2/2007						

<u>**</u>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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.