

PLAINS RESOURCES INC  
Form 8-K  
July 23, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report : July 23, 2004**

**Date of earliest event reported : July 22, 2004**

**Plains Resources Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**13-2898764**  
(IRS Employer  
Identification No.)

**0-9808**  
(Commission  
File Number)

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**700 Milam Street, Suite 3100**

**Houston, Texas 77002**

(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (832) 239-6000**

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**Item 5. Other Events**

At the July 22, 2004 special meeting of the Plains Resources stockholders, holders of approximately 88.87% of the outstanding shares of Plains Resources common stock entitled to vote at the special meeting were represented in person or by proxy. At the special meeting, the Merger Agreement and the Merger were formally approved and adopted by the holders of approximately 54.49% of the outstanding Plains Resources common stock entitled to vote at the special meeting (which represents approximately 61.32% of the shares of common stock represented at the special meeting).

The information in the Press Releases dated July 22, 2004 and July 23, 2004 and attached as Exhibits 99.1 and 99.2, respectively, is incorporated herein by reference.

**Item 7. Financial Statements and Exhibits**

(a) Not applicable.

(b) Not applicable.

(c) Exhibits.

99.1 Press Release dated July 22, 2004.

99.2 Press Release dated July 23, 2004.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 23, 2004

PLAINS RESOURCES INC.

/s/ E. Lynn Hill

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E. Lynn Hill

Chief Accounting Officer

**EXHIBIT INDEX**

Each exhibit identified below is filed as part of this report.

| <b>Exhibit No.</b> | <b>Description</b>                 |
|--------------------|------------------------------------|
| 99.1               | Press Release dated July 22, 2004. |
| 99.2               | Press Release dated July 23, 2004. |