



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-4628

January 6, 2011

Mr. Clayton W. Williams  
Chief Executive Officer  
Clayton Williams Energy, Inc.  
Six Desta Drive, Suite 6500  
Midland, Texas 79705-5510

**Re: Clayton Williams Energy, Inc.**  
**Form 10-K for the Fiscal Year Ended December 31, 2009**  
**Filed March 12, 2010**  
**Form 10-K/A for the Fiscal Year Ended December 31, 2009**  
**Filed December 20, 2010**  
**File No. 1-10924**

Dear Mr. Williams:

We have completed our review of your filings and have no further comments at this time.

Sincerely,

H. Roger Schwall  
Assistant Director