Ward Carter A. Form 4 May 04, 2011

## FORM 4

### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 5 obligations **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Ward Carter A.

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

KEY ENERGY SERVICES INC

(Check all applicable)

[KEG]

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

05/02/2011

X\_ Director 10% Owner Officer (give title Other (specify

C/O ARCLIGHT CAPITAL PARTNERS, LLC, 200

**CLARENDON STREET, 55TH** 

**FLOOR** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

BOSTON, MA 02117

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

(Month/Day/Year)

(State)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V Amount

or (D) Price

(A)

Transaction(s) (Instr. 4)

(I)

Ι

(Instr. 3 and 4)

Common Stock

05/02/2011

10,870,349 S (1)

3,185,504 D 17.63 (2)

By OFS **Holdings** Finance, LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

### Edgar Filing: Ward Carter A. - Form 4

#### number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	: 8) Derivative			Securit	ties	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr.	3 and 4)		Owne
	Security										Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration Date	Title N	or Namel		
						Exercisable			Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ward Carter A. C/O ARCLIGHT CAPITAL PARTNERS, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117

X

## **Signatures**

/s/ Carter A. 05/04/2011

\*\*Signature of Date
Reporting Person

# **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) On May 2, 2011, OFS Holdings Finance, LLC ("OFS Finance") sold an aggregate of 10,870,349 shares of common stock of the Issuer through a block-trade with a broker-dealer pursuant to Rule 144 under the Securities Act, as amended.

These shares are beneficially owned by OFS Finance. The reporting person is the managing director of ArcLight Capital Holdings, LLC, which is the sole manager of ArcLight PEF GP III, LLC, the general partner of ArcLight Energy Partners Fund III, L.P., which owns the membership interests of OFS Finance. Accordingly, the reporting person may be deemed to beneficially own the shares of common stock beneficially owned by OFS Finance; however, the reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or another

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.

Reporting Owners 2