

KEY ENERGY SERVICES INC
Form 4
October 20, 2016

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 *
COX MARK ALAN

2. Issuer Name and Ticker or Trading Symbol
KEY ENERGY SERVICES INC
[KEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1301 MCKINNEY STREET, SUITE 1800

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2016

____ Director
____ Officer (give title below) Other (specify below)
Former VP and Controller

(Street)
HOUSTON, TX 77010

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	10/19/2016		F		1,204 (1) \$ 0.07 (2)	D	71,481 (3) D
Common Stock	10/19/2016		F		4,135 (4) \$ 0.07	D	67,346 (5) D
Common Stock	10/19/2016		F		1,423 (6) \$ 0.07	D	65,923 (7) 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)

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

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 Transaction (Instr. 5)
				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
COX MARK ALAN 1301 MCKINNEY STREET SUITE 1800 HOUSTON, TX 77010				Former VP and Controller

Signatures

By: Katherine I. Hargis, Attorney-in-fact for Mark A. Cox 10/20/2016

**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) Payment of tax liability by delivery of stock incident to the vesting on October 19, 2016 of 4,402 shares of restricted stock granted on January 31, 2014.
- (2) Vesting price is based on the closing price of common stock on the trading date, pursuant to the Key Energy Services, Inc. 2014 Equity and Cash Incentive Plan (the "2014 Plan").
- (3) Includes 20,319 unvested shares of restricted stock granted under the 2014 Plan.
- (4) Payment of tax liability by delivery of stock incident to the vesting on October 19, 2016 of 15,119 shares of restricted stock granted on January 30, 2015.
- (5) Includes 5,200 unvested shares of restricted stock granted under the 2014 Plan.
- (6)

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Payment of tax liability by delivery of stock incident to the vesting on October 19, 2016 of 5,200 shares of restricted stock granted on January 28, 2016.

- (7) "Exit" Form 4 filed solely to report the filer is no longer a Section 16 reporting person and all remaining unvested shares of restricted stock vested in full upon reporting person's end of employment with the Company on October 19, 2016.

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.