### KEY ENERGY SERVICES INC

Form 4

October 20, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

if no longer

Check this box

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)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COX MARK ALAN Issuer Symbol KEY ENERGY SERVICES INC (Check all applicable) [KEG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner \_\_X\_ Other (specify Officer (give title (Month/Day/Year) below) below) 1301 MCKINNEY STREET, SUITE 10/19/2016 Former VP and Controller 1800 (Street) 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

HOUSTON, TX 77010

(State)

(Zip)

(City)

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

							= =		=
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3,	4 and	5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
					(A) or		Reported Transaction(s)	(Instr. 4)	(Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	10/19/2016		F	1,204 (1)	D	\$ 0.07 (2)	71,481 (3)	D	
Common Stock	10/19/2016		F	4,135 (4)	D	\$ 0.07	67,346 <u>(5)</u>	D	
Common Stock	10/19/2016		F	1,423 (6)	D	\$ 0.07	65,923 <u>(7)</u>	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

Former VP and

Controller

# 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. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration	<b></b> .	or		
						Exercisable	Date	Title			
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

COX MARK ALAN

HOUSTON, TX 77010

1301 MCKINNEY STREET SUITE 1800

## **Signatures**

By: Katherine I. Hargis, Attorney-in-fact for Mark
A. Cox

\*\*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.
- 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.

"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.