

KEY ENERGY SERVICES INC
Form 4
November 12, 2010

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 *
OFS Holdings, LLC

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)
200 CLARENDON STREET, 55TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2010

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
BOSTON, MA 02117

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/04/2010		J ⁽¹⁾		11,474,785	A	<u>(2)</u>
Common Stock	11/04/2010		J ⁽³⁾		104,749	D	<u>(4)</u>
Common Stock					2,839,825 ⁽⁵⁾	I	<u>(6)</u>

By OFS Energy Services, LLC

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

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SEC 1474 (9-02)

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 Beneficially Owned (Instr. 6)
				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
OFS Holdings, LLC 200 CLARENDON STREET, 55TH FLOOR BOSTON, MA 02117		X		

Signatures

/s/ Daniel R. Revers, Chairman of OFS Holdings, LLC 11/04/2010

__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) OFS Energy Services, LLC made a distribution of 12,967,408 shares of common stock of the issuer to its members pursuant to the First Amended and Restated Limited Liability Company Agreement of OFS Energy Services, LLC and to certain other persons pursuant to the OFS Energy Services, LLC Transaction Bonus Plan (the "Distribution"). OFS Holdings, LLC received 11,474,785 shares in the Distribution.
- (2) See Footnote (1).
- (3) OFS Holdings, LLC transferred 104,749 of the shares received in the Distribution to certain former employees pursuant to the OFS Holdings, LLC Amended and Restated Participation Incentive Plan.
- (4) See Footnote (3).
- (5)

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As the controlling membership interest owner of OFS Energy Services, LLC, OFS Holdings, LLC may be deemed to be the indirect beneficial owner of shares of common stock of the issuer beneficially owned by OFS Energy Services, LLC. Prior to the Distribution, OFS Energy Services, LLC beneficially owned 15,807,233 shares of common stock of the issuer. Following the Distribution, OFS Energy Services, LLC beneficially owns 2,839,825 shares of common stock of the issuer.

- The reporting person disclaims beneficial ownership of all securities of the issuer except for shares of common stock of the issuer
- (6) reported above as being directly owned by the reporting person and shares held by OFS Energy Services, LLC in which OFS Holdings, LLC has a pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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