

Complete Production Services, Inc.

Form SC 13G/A

February 12, 2008

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

**SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Complete Production Services, Inc.

(Name of the Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

20453E-10-9

(CUSIP Number)

February 12, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that Section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SCF-IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 16,946,231

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH 16,946,231

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,946,231

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.2%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
SCF-IV, G.P., LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 16,946,231

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH 16,946,231

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,946,231

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.2%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

SCF-VI, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 681,432

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 681,432

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

681,432

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

SCF-VI, G.P., Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

681,432

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH 8

681,432

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

681,432

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

L.E. Simmons & Associates, Incorporated

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 17,700,563

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 17,700,563

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

17,700,563

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

24.2%

12

TYPE OF REPORTING PERSON

CO

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

L.E. Simmons

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 1,390,530

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 18,864,762

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 1,390,530

8 SHARED DISPOSITIVE POWER

WITH 18,864,762

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,255,292

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

27.7%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

LESFP, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Texas

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 1,043,545

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 1,043,545

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,043,545

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.4%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

LESGP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5 SOLE VOTING POWER

NUMBER OF 1,043,545

6 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER
0

7 EACH REPORTING PERSON

SOLE DISPOSITIVE POWER
1,043,545

8 WITH

SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,043,545

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.4%

12

TYPE OF REPORTING PERSON

OO

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David C. Baldwin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 734,930

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 734,930

8 SHARED DISPOSITIVE POWER

WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

734,930

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Anthony F. DeLuca

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF 478,220

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 478,220

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

478,220

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.7%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Andrew L. Waite

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF 783,866

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 783,866

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

783,866

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.1%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

JWG Management, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Alberta, Canada

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

348,555

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH 8

348,555

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

348,555

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

John H.W. Geddes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Canada

SOLE VOTING POWER

5

NUMBER OF 5,740

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 348,555

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 5,740

SHARED DISPOSITIVE POWER

8

WITH 348,555

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

354,295

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12

TYPE OF REPORTING PERSON

IN

Item 1.

- (a) Name of Issuer:
Complete Production
Services, Inc.
- (b) Address of Issuer s 11700 Old Katy Road, Suite 300
Principal Executive Houston, Texas 77079
Offices:

Item 2.

- (a) This Schedule is filed by: (i) L.E. Simmons, with respect to the shares of Common Stock directly owned by him, SCF-IV, L.P., SCF-VI, L.P., LESFP, Ltd. and L.E. Simmons & Associates, Incorporated; (ii) L.E. Simmons & Associates, Incorporated, with respect to the shares of Common Stock directly owned by it, SCF-IV, L.P. and SCF-VI, L.P.; (iii) SCF-IV, L.P., with respect to the shares of Common Stock directly owned by it; (iv) SCF-IV, G.P., LLC, with respect to the shares of Common Stock directly owned by SCF-IV, L.P.; (v) SCF-VI, L.P., with respect to the shares of Common Stock directly owned by it; (vi) SCF-VI, G.P., Limited Partnership, with respect to the shares of Common Stock directly owned by SCF-VI, L.P.; (vii) LESFP, Ltd., with respect to the shares of Common Stock directly owned by it; (viii) LESGP, LLC, with respect to the shares of Common Stock directly owned by LESFP, Ltd.; (ix) David C. Baldwin with respect to the shares of Common Stock directly owned by him; (x) Anthony F. DeLuca with respect to the shares of Common Stock directly owned by him; (xi) Andrew L. Waite with respect to the shares of Common Stock directly owned by him; (xii) John H.W. Geddes with respect to the shares of Common Stock directly owned by him and JWG Management, Ltd.; and (xiii) JWG Management, Ltd. with respect to the shares of Common Stock directly owned by it.
- (b) The address of the principal business office of the parties referred to in paragraph (a) of this Item 2 is 600 Travis, Suite 6600, Houston, Texas 77002.
- (c) L.E. Simmons, David C. Baldwin, Anthony F. DeLuca and Andrew Waite are United States citizens. John H.W. Geddes is a Canadian citizen. L.E. Simmons & Associates, Incorporated is a corporation organized under the laws of the State of Delaware. SCF-IV, L.P., SCF-VI, L.P., and SCF-VI, G.P., Limited Partnership are limited partnerships organized under the laws of the State of Delaware. SCF-IV, G.P., LLC is a limited liability company organized under the laws of the State of Delaware. LESFP, Ltd. is a limited partnership organized under the laws of the State of Texas. LESGP, LLC is a limited liability company organized under the laws of the State of Texas. JWG Management, Ltd. is a corporation organized under the laws of the province of Alberta, Canada.
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 20453E-10-9

Item 3. If this statement is filed pursuant to §240.13d-1(b) or §240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in section 3(a)(6) of the Act.
- (c) Insurance company as defined in section 3(a)(19) of the Act.
- (d) Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G).

- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

15

A. SCF-IV, L.P.

(a) Amount Beneficially Owned: 16,946,231

(b) Percent of Class: 23.2%¹

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 16,946,231

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 16,946,231

B. SCF-IV, G.P., LLC²

(a) Amount Beneficially Owned: 16,946,231

(b) Percent of Class: 23.2%¹

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 16,946,231

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 16,946,231

C. SCF-VI, L.P.

(a) Amount Beneficially Owned: 681,432

(b) Percent of Class: 0.9%¹

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 681,432

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 681,432

D. SCF-VI, G.P., Limited Partnership³

(a) Amount Beneficially Owned: 681,432

(b) Percent of Class: 0.9%¹

(c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 681,432
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 681,432
- E. L.E. Simmons & Associates, Incorporated⁴
- (a) Amount Beneficially Owned: 17,700,563
 - (b) Percent of Class: 24.2%¹
 - (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 17,700,563
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 17,700,563
- F. L.E. Simmons⁵
- (a) Amount Beneficially Owned: 20,255,292
 - (b) Percent of Class: 27.7%¹
 - (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 1,390,530
 - (ii) shared power to vote or to direct the vote: 18,864,762
 - (iii) sole power to dispose or to direct the disposition of: 1,390,530
 - (iv) shared power to dispose or to direct the disposition of: 18,864,762
- G. LESFP, Ltd.⁶
- (a) Amount Beneficially Owned: 1,043,545
 - (b) Percent of Class: 1.4%¹
 - (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 1,043,545
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 1,043,545

H. LESGP, LLC⁷

- (a) Amount Beneficially Owned: 1,043,545
- (b) Percent of Class: 1.4%¹
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 1,043,545
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 1,043,545
 - (iv) shared power to dispose or to direct the disposition of: 0

I. David C. Baldwin⁸

- (a) Amount Beneficially Owned: 734,930
- (b) Percent of Class: 1.0%¹
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 734,930
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 734,930
 - (iv) shared power to dispose or to direct the disposition of: 0

J. Anthony F. DeLuca⁹

- (a) Amount Beneficially Owned: 478,220
- (b) Percent of Class: 0.7%¹
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 478,220
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 478,220
 - (iv) shared power to dispose or to direct the disposition of: 0

K. Andrew L. Waite¹⁰

- (a) Amount Beneficially Owned: 783,866
- (b) Percent of Class: 1.1%¹
- (c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote: 783,866
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 783,866
- (iv) shared power to dispose or to direct the disposition of: 0

L. JWG Management, Ltd.¹¹

- (a) Amount Beneficially Owned: 348,555
- (b) Percent of Class: 0.5%¹
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 348,555
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 348,555

M. John H.W. Geddes¹²

- (a) Amount Beneficially Owned: 354,295
- (b) Percent of Class: 0.5%¹
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 5,740
 - (ii) shared power to vote or to direct the vote: 348,555
 - (iii) sole power to dispose or to direct the disposition of: 5,740
 - (iv) shared power to dispose or to direct the disposition of: 348,555

1. For purposes of calculating the percentage ownership of the class of Common Stock, the number of shares outstanding of the Issuer's Common Stock is 73,000,074 as of November 1, 2007.

- 2.

Includes
16,946,231
shares of
Common Stock
owned directly
by SCF-IV, L.P.
SCF-IV, G.P.,
LLC is the sole
member of
SCF-IV, L.P.
and has the
power to direct
the affairs of
SCF-IV, L.P.,
including
decisions
respecting the
voting and
disposition of
the shares of
Common Stock
of Complete
Production
Services, Inc.
held by SCF-IV,
L.P.

3. Includes
681,432 shares
of Common
Stock owned
directly by
SCF-VI, L.P.
SCF-VI, G.P.,
Limited
Partnership is
the general
partner of
SCF-VI, L.P.
and has the
power to direct
the affairs of
SCF-VI, L.P.,
including
decisions
respecting the
voting and
disposition of
the shares of
Common Stock
of Complete

Production
Services, Inc.
held by SCF-VI,
L.P.

4. Includes
16,946,231
shares of
Common Stock
owned directly
by SCF-IV,
L.P., 681,432
shares of
Common Stock
owned directly
by SCF-VI, L.P.
and 72,900
shares of
Common Stock
owned directly
by L.E.
Simmons &
Associates,
Incorporated (of
which 62,050
were received
on
December 21,
2007 in
connection with
(1) the
distribution of
shares from
SCF-

IV, L.P. to
SCF-IV G.P.,
Limited
Partnership, the
then-general
partner of
SCF-IV, L.P., to
redeem SCF-IV,
G.P., Limited
Partnership's
entire interest in
SCF-IV, L.P.
and (2) the
subsequent
distribution of
shares from
SCF-IV G.P.,
Limited
Partnership to
the partners in
SCF-IV G.P.,
Limited
Partnership).
L.E. Simmons
& Associates,
Incorporated,
the sole member
and general
partner,
respectively, of
SCF-IV, G.P.,
LLC and
SCF-VI, G.P.,
Limited
Partnership, has
the power to
direct the affairs
of such entities,
including
decisions
respecting the
voting and
disposition of
the shares of
Common Stock
of Complete
Production
Services, Inc.
held by SCF-IV,

L.P. and SCF-VI, L.P. 62,050 of the 72,900 shares of Common Stock owned directly by L.E. Simmons & Associates, Incorporated are subject to an understanding pursuant to which L.E. Simmons & Associates, Incorporated has agreed not dispose of such shares at a faster rate than SCF-IV, L.P. disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group.

5. Includes 16,946,231 shares of Common Stock owned directly by SCF-IV, L.P., 681,432 shares of Common Stock owned directly by SCF-VI, L.P., 1,043,545 shares of Common Stock owned directly by LESFP, Ltd.

(of which 890,105 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership), 72,900 shares of Common Stock owned directly by L.E. Simmons & Associates, Incorporated (of which 62,050 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited

Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership) and 1,390,530 shares of Common Stock owned directly by L.E. Simmons (of which 1,190,813 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P.,

Limited
Partnership to
the partners in
SCF-IV G.P.,
Limited
Partnership).
L.E. Simmons is
the President
and sole
stockholder of
L.E.
Simmons &
Associates,
Incorporated
and in that
capacity may be
deemed to
beneficially own
all of the
securities of
Complete
Production
Services, Inc.
beneficially
owned by L.E.
Simmons &
Associates,
Incorporated.
L.E. Simmons is
the President
and sole
member of
LESGP, LLC
and in that
capacity may be
deemed to
beneficially own
all of the
securities of
Complete
Production
Services, Inc.
beneficially
owned by
LESGP, LLC.
62,050 of the
72,900 shares of
Common Stock
owned directly
by L.E.
Simmons &

Associates,
Incorporated,
890,105 of the
1,043,545
shares of
Common Stock
owned directly
by LESFP, Ltd.
and 1,190,813
of the 1,390,530
shares of
Common Stock
owned directly
by L.E.
Simmons are
subject to an
understanding
pursuant to
which L.E.
Simmons &
Associates,
Incorporated,
LESFP, Ltd.,
and L.E.
Simmons have
agreed not
dispose of such
shares at a faster
rate than
SCF-IV, L.P.
disposes of the
shares owned
directly by it.
The parties to
the
understanding
described above
disclaim that the
understanding
constitutes the
formation of a
group.

6. Includes
1,043,545
shares of
Common Stock
owned directly
by LESFP, Ltd.,
of which
890,105 were

received on
December 21,
2007 in
connection with
(1) the
distribution of
shares from
SCF-IV, L.P. to
SCF-IV G.P.,
Limited
Partnership, the
then-general
partner of
SCF-IV, L.P., to
redeem SCF-IV,
G.P., Limited
Partnership's
entire interest in
SCF-IV, L.P.
and (2) the
subsequent
distribution of
shares from
SCF-IV G.P.,
Limited
Partnership to
the partners in
SCF-IV G.P.,
Limited
Partnership.
890,105 of the
1,043,545
shares of
Common Stock
owned directly
by LESFP, Ltd.
are subject to an
understanding
pursuant to
which LESFP,
Ltd. has agreed
not dispose of
such shares at a
faster rate than
SCF-IV, L.P.
disposes of the
shares owned
directly by it.
The parties to
the
understanding

described above
disclaim that the
understanding
constitutes the
formation of a
group.

7. Includes
1,043,545
shares of
Common Stock
owned directly
by LESFP, Ltd.,
of which
890,105 were
received on
December 21,
2007 in
connection with
(1) the
distribution of
shares from
SCF-IV, L.P. to
SCF-IV G.P.,
Limited
Partnership, the
then-general
partner of
SCF-IV, L.P., to
redeem SCF-IV,
G.P., Limited
Partnership's
entire interest in
SCF-IV, L.P.
and (2) the
subsequent
distribution of
shares from
SCF-IV G.P.,
Limited
Partnership to
the partners in
SCF-IV G.P.,
Limited
Partnership.
LESGP, LLC is
the general
partner of
LESFP, Ltd.
and has the
power to direct

the affairs of
LESFP, Ltd.,
including
decisions
respecting the
voting and
disposition of
the shares of
Common Stock
of Complete
Production
Services, Inc.
held by LESFP,
Ltd. 890,105 of
the 1,043,545
shares of
Common Stock
owned directly
by LESFP, Ltd.
are subject to an
understanding
pursuant to
which LESFP,
Ltd. has agreed
not dispose of
such shares at a
faster rate than
SCF-IV, L.P.
disposes of the
shares owned
directly by it.
The parties to
the
understanding
described above
disclaim that the
understanding
constitutes the
formation of a
group.

8. Includes
734,930 shares
of Common
Stock owned
directly by
David C.
Baldwin, of
which 609,806
were received
on

December 21,
2007 in
connection with
(1) the
distribution of
shares from
SCF-IV, L.P. to
SCF-IV G.P.,
Limited
Partnership, the
then-general
partner of
SCF-IV, L.P., to
redeem SCF-IV,
G.P., Limited
Partnership's
entire interest in
SCF-IV, L.P.
and (2) the
subsequent
distribution of
shares from
SCF-IV G.P.,
Limited
Partnership to
the partners in
SCF-IV G.P.,
Limited
Partnership. The
609,806 shares
of Common
Stock are
subject to an
understanding
pursuant to
which David C.
Baldwin has
agreed not
dispose of such
shares at a faster
rate than
SCF-IV, L.P.
disposes of the
shares owned
directly by it.
The parties to
the
understanding
described above
disclaim that the
understanding

constitutes the
formation of a
group.

9. Includes 478,220 shares of Common Stock owned directly by Anthony F. DeLuca, of which 406,540 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership. The 406,540 shares of Common Stock are subject to an understanding pursuant to which Anthony F. DeLuca has agreed not dispose of such

shares at a faster rate than SCF-IV, L.P. disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group.

10. Includes 783,866 shares of Common Stock owned directly by Andrew L. Waite, of which 652,599 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in

SCF-IV G.P., Limited Partnership. The 652,599 shares of Common Stock are subject to an understanding pursuant to which Andrew L. Waite has agreed not dispose of such shares at a faster rate than SCF-IV, L.P. disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group.

11. Includes 348,555 shares of Common Stock owned directly by JWG Management, Ltd., or which 299,555 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to

redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership. The 299,555 shares of Common Stock are subject to an understanding pursuant to which JWG Management, Ltd. has agreed not dispose of such shares at a faster rate than SCF-IV, L.P. disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group.

12. Includes 5,740 shares of Common Stock owned directly by John H.W. Geddes and 348,555 shares of Common Stock owned

directly by JWG Management, Ltd., of which 299,555 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership. 299,555 of the 348,555 shares of Common Stock owned directly by JWG Management, Ltd. are subject to an understanding pursuant to which JWG Management, Ltd. has agreed not dispose of such shares at a faster rate than SCF-IV, L.P.

disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group. John H.W. Geddes is President and sole stockholder of JWG Management, Ltd. and in that capacity may be deemed to beneficially own all of the securities of Complete Production Services, Inc. beneficially owned by JWG Management, Ltd.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2008

SCF-IV, L.P.

By: SCF-IV, G.P., LLC

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca

Anthony F. DeLuca, Managing
Director

SCF-IV, G.P., LLC

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca

Anthony F. DeLuca, Managing Director

SCF-VI, L.P.

By: SCF-VI, G.P., Limited Partnership

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca

Anthony F. DeLuca, Managing
Director

SCF-VI, G.P., Limited Partnership

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca

Anthony F. DeLuca, Managing Director

L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca

Anthony F. DeLuca, Managing Director

L.E. Simmons

/s/ L.E. Simmons

L.E. Simmons, individually

David C. Baldwin

/s/ David C. Baldwin

David C. Baldwin, individually

Anthony F. DeLuca

/s/ Anthony F. DeLuca

Anthony F. DeLuca, individually

Andrew L. Waite

/s/ Andrew L.

Waite

Andrew L. Waite, individually

John H.W. Geddes

/s/ John H.W.

Geddes

John H. W. Geddes, individually

JWG Management, Ltd.

By: /s/ John H. W. Geddes

John H.W. Geddes, President

LESFP, Ltd.

By: LESGP, LLC

By: /s/ L.E. Simmons

L.E. Simmons, President

LESGP, LLC

By: /s/ L.E. Simmons

L.E. Simmons, President

EXHIBIT INDEX

1. Joint Filing Agreement dated February 12, 2008 by and among SCF-IV, L.P., SCF-IV, G.P., LLC, SCF-VI, L.P., SCF-VI, G.P., Limited Partnership, L.E. Simmons and Associates, Incorporated, L.E. Simmons, David C. Baldwin, Anthony F. DeLuca, Andrew L. Waite, John H.W. Geddes, JWG Management, Ltd., LESGP, LLC and LESFP, Ltd.