

CARNETT JOHN
Form 4
November 09, 2009

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 *
CARNETT JOHN

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)
11/01/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Pressure Pumping Services

(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)
Common Stock				(A) or (D) Price	77,940 ⁽¹⁾ ₍₂₎	D	

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

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

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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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.81					<u>(3)</u> 05/07/2013		Common Stock	16,667
Employee Stock Option (right to buy)	\$ 10.22					<u>(3)</u> 05/07/2013		Common Stock	8,333
Employee Stock Option (right to buy)	\$ 15.05					<u>(3)</u> 03/15/2016		Common Stock	25,000
Employee Stock Option (right to buy)	\$ 14.32					<u>(3)</u> 08/22/2017		Common Stock	24,000
Employee Stock Option (right to buy)	\$ 15.07					<u>(4)</u> 04/10/2018		Common Stock	15,000
Employee Stock Option (right to buy)	\$ 16.5					<u>(4)</u> 08/21/2018		Common Stock	15,750
Phantom Stock	<u>(5)</u>					<u>(6)</u> 12/22/2010		Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARNETT JOHN 1301 MCKINNEY STREET SUITE 1800 HOUSTON, TX 77010			SVP, Pressure Pumping Services	

Signatures

By Robert B. Rapfogel, Attorney-in-fact for John Carnett

11/09/2009

__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).

"Exit" Form 4 voluntarily filed solely to report that, although the filer still holds the office indicated in Box 5 above, the filer is no longer a Section 16 reporting person as of November 1, 2009. The number of securities reported above reflects the filer's ownership as of the filing date.

(1) All 77,940 shares are unvested shares of restricted stock granted under the Key Energy Services, Inc. 2007 Equity and Cash Incentive Plan ("2007 Plan").

(2) The options were granted under the Key Energy Group, Inc. 1997 Incentive Plan and are fully vested and exercisable.

(3) The options were granted under the 2007 Plan and are fully vested and exercisable.

(4) Each share of phantom stock is the economic equivalent of one share of Key Energy Services, Inc.'s common stock, which, pursuant to the plan under which it was granted, is required to be settled in cash based on the closing price on the date each share vests.

The phantom share award granted on December 22, 2006 vests in four equal annual installments on the anniversary of the grant date. The vested phantom shares are payable solely in cash within 20 business days after the vesting date. Ther original grant was for 40,000 phantom shares, of which 10,000 shares vested on December 22, 2007 and 10,000 shares vested on December 22, 2008.

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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