

Hargis Katherine  
Form 4  
January 03, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Hargis Katherine

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 ST, STE 1800  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr VP Gen Counsel/Secr

HOUSTON, TX 77010

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock <u>(1)</u>	12/31/2017	01/03/2018	A	32,500 A \$ 0	50,971	D	
Common Stock <u>(2)</u>	12/31/2017	01/03/2018	A	4,937 A \$ 0	55,908	D	
Common Stock	12/31/2017	01/03/2018	F	1,352 D \$ 11.82	54,556 <u>(3)</u>	D	
Common Stock	12/31/2017	01/03/2018	D	14,810 D \$ 0 <u>(4)</u>	39,746 <u>(5)</u>	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)

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 47.99	12/31/2017	01/03/2018	A		2,469		12/20/2016	12/20/2026	Common Stock	2,469
Stock Options (Right to buy)	\$ 19.35	12/31/2017	01/03/2018	A		2,469		12/15/2016	12/15/2026	Common Stock	2,469
Stock Options (Right to buy)	\$ 19.35	12/31/2017	01/03/2018	D			7,404	12/15/2016	12/15/2026	Common Stock	7,404
Stock Options (Right to buy)	\$ 47.99	12/31/2018	01/03/2018	D			7,404	12/20/2016	12/20/2026	Common Stock	7,404

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hargis Katherine 1301 MCKINNEY ST STE 1800 HOUSTON, TX 77010			Sr VP Gen Counsel/Secr	

## Signatures

Katherine I.  
Hargis

01/03/2018

\_\_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) Each share of Common Stock represents an award of restricted stock units that shall be settled upon vesting in one share of the Company's Common Stock upon the vesting of the underlying award.
- (2) Each share of Common Stock represents the settlement of performance share unit awards that became vested on 12/31/2017.
- (3) Includes 47,310 unvested restricted stock units granted under the 2016 Plan.
- (4) The units were cancelled by mutual agreement of the reporting person and the Company. The reporting person received a grant of restricted stock units and performance share units as consideration for the cancellation.
- (5) The number of shares of Common Stock beneficially owned includes 32,500 unvested shares of restricted stock units granted under the 2016 Plan.  
  
The reporting person was granted an option to purchase 9,873 shares of Common Stock. This tranche of the option was scheduled to vest based on the Company's satisfaction of certain performance criteria for the fiscal year 2017. The performance criteria for 2017 were met, resulting in vesting of this tranche of the option.
- (6) based on the Company's satisfaction of certain performance criteria for the fiscal year 2017. The performance criteria for 2017 were met, resulting in vesting of this tranche of the option.
- (7) The option was cancelled by mutual agreement of the reporting person and the Company. The reporting person received a grant of restricted stock units and performance share units as consideration for the cancellation.

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.