

Midstates Petroleum Company, Inc.
 Form 3
 April 24, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * ^ First Reserve GP XII Ltd (Last) (First) (Middle) ONE LAFAYETTE PLACE, THIRD FLOOR (Street) GREENWICH, ^ CT ^ 06830 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/24/2012 | 3. Issuer Name and Ticker or Trading Symbol Midstates Petroleum Company, Inc. [MPO] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock | 36,550,121 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| First Reserve GP XII Ltd ONE LAFAYETTE PLACE, THIRD FLOOR GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| First Reserve GP XII, LP ONE LAFAYETTE PLACE, THIRD FLOOR GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| FR XII Alternative GP, L.L.C. ONE LAFAYETTE PLACE, THIRD FLOOR GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| FR Midstates Interholding, LP ONE LAFAYETTE PLACE, THIRD FLOOR GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| MACAULAY WILLIAM E ONE LAFAYETTE PLACE, THIRD FLOOR GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ First Reserve GP XII Limited, by John P. Foley, as attorney-in-fact | 04/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ First Reserve GP XII, L.P., by John P. Foley, as attorney-in-fact | 04/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ FR XII Alternative GP, LLC, by John P. Foley, as attorney-in-fact | 04/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ FR Midstates Interholding, L.P., by John P. Foley, as attorney-in-fact | 04/24/2012 |
| __Signature of Reporting Person | Date |
| /s/ William E. Macaulay, by John P. Foley, as attorney-in-fact | 04/24/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These securities are directly held by FR Midstates Interholding, L.P. ("Interholding").
- (2)

Edgar Filing: Midstates Petroleum Company, Inc. - Form 3

This form is filed jointly by First Reserve GP XII Limited ("GP XII Limited"), First Reserve GP XII, L.P. ("GP XII"), FR XII Alternative GP, LLC ("XII Alternative"), Interholding and William E. Macaulay.

GP XII Limited is the general partner of GP XII, which is the managing member of XII Alternative, which is the general partner of

- (3) Interholding. Mr. Macaulay is a director of the board of directors of GP XII Limited (the "Board") and has the right to appoint the majority of the directors of the Board.

The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and

- (4) this report shall not be deemed an admission that the reporting persons are the beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

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.