

Clarke Kim B
Form 4
August 05, 2011

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 *
Clarke Kim B

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Admin and Chf People Off

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/03/2011 | | M | | 10,000 | A | \$ 11.75 |
| Common Stock | 08/03/2011 | | M | | 15,000 | A | \$ 14.25 |
| Common Stock | 08/03/2011 | | M | | 47,250 | A | \$ 15.07 |
| Common Stock | 08/03/2011 | | M | | 49,157 | A | \$ 14.32 |
| Common Stock | 08/03/2011 | | D | | 38,030 | D | \$ 18.51 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------------------|---|
| Common Stock | 08/03/2011 | S | 2,370 | D | \$ 18.29 | 300,895 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 3,832 | D | \$ 18.3 | 297,063 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 6,100 | D | \$ 18.31 | 290,963 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 4,100 | D | \$ 18.32 | 286,863 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 3,800 | D | \$ 18.33 | 283,063 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 2,735 | D | \$ 18.34 | 280,328 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 2,200 | D | \$ 18.35 | 278,128 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 2,394 | D | \$ 18.36 | 275,734 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 5,500 | D | \$ 18.37 | 270,234 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 4,700 | D | \$ 18.38 | 265,534 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 4,000 | D | \$ 18.39 | 261,534 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 3,200 | D | \$ 18.4 | 258,334 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 2,800 | D | \$ 18.41 | 255,534 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 4,100 | D | \$ 18.42 | 251,434 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 5,800 | D | \$ 18.43 | 245,634 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 3,800 | D | \$ 18.44 | 241,834 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 2,800 | D | \$ 18.45 | 239,034 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 3,200 | D | \$ 18.46 | 235,834 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 2,800 | D | \$ 18.47 | 233,034 <u>(1)</u> | D |
| Common Stock | 08/03/2011 | S | 3,400 | D | \$ 18.48 | 229,634 <u>(1)</u> | D |
| | 08/03/2011 | S | 1,100 | D | | 228,534 <u>(1)</u> | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|----|----------|---------|-----|-------|
| Common Stock | | | | | \$ | | | | 18.49 |
| Common Stock | 08/03/2011 | | S | 800 | D | \$ 18.5 | 227,734 | (1) | D |
| Common Stock | 08/03/2011 | | S | 800 | D | \$ 18.51 | 226,934 | (1) | D |
| Common Stock | 08/03/2011 | | S | 700 | D | \$ 18.52 | 226,234 | (1) | D |
| Common Stock | 08/03/2011 | | S | 1,300 | D | \$ 18.53 | 224,934 | (1) | D |

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

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.

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 11.75 | 08/03/2011 | | M | 10,000 | (2) | 12/15/2014 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 14.25 | 08/03/2011 | | M | 15,000 | (3) | 12/08/2015 | Common Stock | 15,000 |
| Employee Stock Option (right to buy) | \$ 15.07 | 08/03/2011 | | M | 47,250 | (4) | 04/09/2018 | Common Stock | 47,250 |
| Stock Appreciation Right | \$ 14.32 | 08/03/2011 | | M | 49,157 | 08/22/2011 | 08/22/2017 | Common Stock | 49,157 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clarke Kim B 1301 MCKINNEY STREET SUITE 1800 HOUSTON, TX 77010 | | | SVP, Admin and Chf People Off | |

Signatures

| | |
|---|---------------------|
| By Joshua K. Hancock, Attorney-in-fact for Kim B. Clarke | 08/05/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Includes 166,444 unvested shares of restricted stock granted under the Key Energy Services, Inc. 2007 Equity and Cash Incentive Plan (the "2007 Plan") and the Key Energy Services, Inc. 2009 Equity and Cash Incentive Plan.
- (2) The options were granted under the Key Energy Group, Inc. 1997 Incentive Plan (the "1997 Plan") and previously vested in three annual installments on December 15, 2005, 2006 and 2007.
- (3) The options were granted under the 1997 Plan and previously vested in three annual installments on December 8, 2006, 2007 and 2008.
- (4) The options were granted under the 2007 Plan and have previously vested.

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.