

KEY ENERGY SERVICES INC
Form 4
November 12, 2010

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 *
OFS Holdings, LLC

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)
200 CLARENDON STREET, 55TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2010

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
BOSTON, MA 02117

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/04/2010		J ⁽¹⁾		11,474,785	A	<u>(2)</u>
Common Stock	11/04/2010		J ⁽³⁾		104,749	D	<u>(4)</u>
Common Stock					2,839,825 ⁽⁵⁾	I	<u>(6)</u>

By OFS Energy Services, LLC

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

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As the controlling membership interest owner of OFS Energy Services, LLC, OFS Holdings, LLC may be deemed to be the indirect beneficial owner of shares of common stock of the issuer beneficially owned by OFS Energy Services, LLC. Prior to the Distribution, OFS Energy Services, LLC beneficially owned 15,807,233 shares of common stock of the issuer. Following the Distribution, OFS Energy Services, LLC beneficially owns 2,839,825 shares of common stock of the issuer.

- The reporting person disclaims beneficial ownership of all securities of the issuer except for shares of common stock of the issuer
- (6) reported above as being directly owned by the reporting person and shares held by OFS Energy Services, LLC in which OFS Holdings, LLC has a pecuniary interest.

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.