

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-21**  
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### REPORTING OWNER

#### **Dodson J Marshall**

CIK: **1336748**

Type: **4** | Act: **34** | File No.: **001-08038** | Film No.: **13543398**

Mailing Address  
C/O KEY ENERGY  
SERVICES, INC.  
1301 MCKINNEY STREET,  
SUITE 1800  
HOUSTON TX 77010

### ISSUER

#### **KEY ENERGY SERVICES INC**

CIK: **318996** | IRS No.: **042648081** | State of Incorp.: **MD** | Fiscal Year End: **1231**  
SIC: **1389** Oil & gas field services, nec

Mailing Address  
1301 MCKINNEY STREET  
SUITE 1800  
HOUSTON TX 77010

Business Address  
1301 MCKINNEY STREET  
SUITE 1800  
HOUSTON TX 77010  
713-651-4300

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Dodson J Marshall</b>			2. Issuer Name and Ticker or Trading Symbol <b>KEY ENERGY SERVICES INC [KEG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>VP and Treasurer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/21/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
1301 MCKINNEY STREET, SUITE 1800			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>HOUSTON, TX 77010</b>								
(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	01/21/2013		A		22,000 <sup>(1)</sup>	A	\$ 0	84,620 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

### Explanation of Responses:

- Represents an award of 22,000 shares of unvested restricted stock granted under the Key Energy Services, Inc. 2012 Equity and Cash Incentive Plan (the "2012 Plan"). These shares of restricted stock will vest in three equal annual installments beginning on January 21, 2014.
- Includes 36,822 unvested shares of restricted stock granted under the Key Energy Services, Inc. 2007 Equity and Cash Incentive Plan, the Key Energy Services, Inc. 2009 Equity and Cash Incentive Plan and the 2012 Plan.

## Signatures

By Joshua K. Hancock, Attorney-in-fact for J. Marshall Dodson

01/23/2013

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**