

WILLIAMS DEWAYNE
Form 4
February 07, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
WILLIAMS DEWAYNE

2. Issuer Name and Ticker or Trading Symbol
Complete Production Services, Inc.
[CPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11700 KATY FREEWAY, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Ctroller, CAO, Asst Treas.

HOUSTON, TX 77079

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/07/2012 | | D | | 17,585 | D | (1) 0 D |
| Common Stock | 02/07/2012 | | D | | 13,233 | D | (2) 0 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)

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy) | \$ 6.78 | 02/07/2012 | | D | 6,667 | (3) 07/01/2019 | Common Stock | 6,667 |
| Stock Option (Right to Buy) | \$ 12.53 | 02/07/2012 | | D | 11,400 | (3) 01/29/2020 | Common Stock | 11,400 |
| Stock Option (Right to Buy) | \$ 27.94 | 02/07/2012 | | D | 7,200 | (3) 01/31/2021 | Common Stock | 7,200 |
| Stock Option (Right to Buy) | \$ 33.7 | 02/07/2012 | | D | 6,500 | (3) 01/31/2022 | Common Stock | 6,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS DEWAYNE 11700 KATY FREEWAY SUITE 300 HOUSTON, TX 77079 | | | VP, Ctroller, CAO, Asst Treas. | |

Signatures

/s/ James F. Maroney III, Attorney-in-Fact for Dewayne Williams 02/07/2012

**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) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") between the Issuer, Superior Energy Services, Inc. ("Superior") and an indirect wholly owned subsidiary of Superior in exchange for 0.945 shares of Superior common stock per share of Issuer common stock, plus \$7.00 in cash, without interest, plus cash in lieu of any fractional shares of Superior common stock.

(2) Represents unvested shares of Issuer restricted stock. Each unvested share of Issuer restricted stock was disposed of pursuant to the Merger Agreement and converted into 1.199916 shares of Superior restricted stock, rounded up to the nearest whole share. The shares of Superior restricted stock will vest according to the vesting schedule of the Issuer awards of restricted stock, subject to continued service with Superior.

(3) Disposed of pursuant to the Merger Agreement in exchange for a number of options to purchase shares of Superior common stock equal to the number of Issuer options reflected in this line item, multiplied by the stock option exchange ratio of 1.199916, rounded down to the nearest share. The exercise price of the Superior options will be equal to the exercise price of the corresponding Issuer options, divided by 1.199916, rounded up to the nearest whole cent. The Superior options vest according to the vesting schedule of the Issuer options, subject to continued service with Superior.

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

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