

WOODS JAMES D
Form 4
February 07, 2012

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 *
WOODS JAMES D

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

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2006

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

(Street)
HOUSTON, TX 77079

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 | 04/26/2006 | | P | 378 A \$ 24 | 378 | I | As UGMA for grandchild |
| Common Stock | 02/01/2012 | | D | 501 <u>(1)</u> D <u>(1)</u> 0 <u>(1)</u> | | I | As UGMA for grandchild |
| Common Stock | 02/07/2012 | | D | 79,422 <u>(2)</u> <u>(3)</u> D <u>(2)</u> 0 | | D | |

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WOODS JAMES D 11700 KATY FREEWAY, SUITE 300 HOUSTON, TX 77079 | | X | | |

Signatures

/s/ James F. Maroney III, Attorney-in-Fact for James D. Woods
 Date: 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).

- The 505 shares reported on this line item (the "Net Indirect Shares") represent the net shares held indirectly by the Reporting Person following the acquisition of 378 shares on 4/26/2006 reported herein, the subsequent acquisition of an additional 505 shares on 11/24/2009 reported on Form 4 filed on 11/25/2009 and the subsequent disposition of 378 shares on 8/16/2010 reported on Form 4 filed on 8/16/2010. The Net Indirect Shares were 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 (the "Merger Consideration").
- (1) on 8/16/2010. The Net Indirect Shares were 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 (the "Merger Consideration").
 - (2) Except as set forth in note 3 below, disposed of pursuant to the Merger Agreement in exchange for the Merger Consideration.
 - (3) Includes 5,045 unvested shares of Issuer restricted stock held by the Reporting Person, which were converted into 1.199916 shares of Superior restricted stock per share of Issuer restricted stock. The shares of Superior restricted stock vest in three equal annual installments

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commencing January 31, 2013, 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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