

KEY ENERGY SERVICES INC
 Form 4
 February 24, 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 *
WILSON NEWTON W III

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and COO

(Street)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/22/2010 | | S | | 1,000 | D | \$ 10.81 542,174 ⁽¹⁾ D |
| Common Stock | 02/22/2010 | | S | | 300 | D | \$ 10.8125 541,874 ⁽¹⁾ D |
| Common Stock | 02/22/2010 | | S | | 500 | D | \$ 10.82 541,374 ⁽¹⁾ D |
| Common Stock | 02/22/2010 | | S | | 600 | D | \$ 10.83 540,774 ⁽¹⁾ D |
| Common Stock | 02/22/2010 | | S | | 100 | D | \$ 10.84 540,674 ⁽¹⁾ D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|------------------------|---|
| Common Stock | 02/22/2010 | S | 1,100 | D | \$ 10.85 | 539,574 ⁽¹⁾ | D |
| Common Stock | 02/22/2010 | S | 200 | D | \$ 10.8525 | 539,374 ⁽¹⁾ | D |
| Common Stock | 02/22/2010 | S | 1,100 | D | \$ 10.855 | 538,274 ⁽¹⁾ | D |
| Common Stock | 02/22/2010 | S | 300 | D | \$ 10.86 | 537,974 ⁽¹⁾ | D |
| Common Stock | 02/22/2010 | S | 100 | D | \$ 10.865 | 537,874 ⁽¹⁾ | D |
| Common Stock | 02/22/2010 | S | 2,000 | D | \$ 10.87 | 535,874 ⁽¹⁾ | D |
| Common Stock | 02/22/2010 | S | 100 | D | \$ 10.875 | 535,774 ⁽¹⁾ | D |
| Common Stock | 02/22/2010 | S | 500 | D | \$ 10.88 | 535,274 ⁽¹⁾ | D |
| Common Stock | 02/22/2010 | S | 700 | D | \$ 10.89 | 534,574 ⁽¹⁾ | D |
| Common Stock | 02/22/2010 | S | 1,300 | D | \$ 10.9 | 533,274 ⁽¹⁾ | D |
| Common Stock | 02/22/2010 | S | 100 | D | \$ 10.9075 | 533,174 ⁽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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON NEWTON W III 1301 MCKINNEY STREET SUITE 1800 HOUSTON, TX 77010 | | | EVP and COO | |

Signatures

By Robert B. Rapfogel, Attorney-in-fact for Newton W.
Wilson III

02/24/2010

__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) Includes 415,723 unvested shares of restricted stock granted under the Key Energy Group, Inc. 1997 Incentive Plan, the Key Energy Services, Inc. 2007 Equity and Cash Incentive Plan and the Key Energy Services, Inc. 2009 Equity and Cash Incentive Plan.

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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