

RALLS W MATT
Form 4
February 01, 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 *
RALLS W MATT

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)
01/30/2012

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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 01/30/2012 | | M | | | 10,000 | A | \$ 24 | 43,495 | D | |
| Common Stock | 01/30/2012 | | M | | | 5,000 | A | \$ 26.26 | 48,495 | D | |
| Common Stock | 01/30/2012 | | M | | | 5,000 | A | \$ 29.88 | 53,495 | D | |
| Common Stock | 01/30/2012 | | M | | | 5,000 | A | \$ 6.41 | 58,495 | D | |
| Common Stock | 01/30/2012 | | M | | | 5,000 | A | \$ 12.53 | 63,495 | D | |

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| | | | | | | | |
|-------------------------|------------|---|--------|---|---------|--------|---|
| Common Stock | 01/30/2012 | F | 15,058 | D | \$ 32.9 | 48,437 | D |
| Common Stock <u>(1)</u> | 01/31/2012 | A | 5,045 | A | \$ 0 | 53,482 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 24 | 01/30/2012 | | M | 10,000 | 04/20/2007 ⁽²⁾ 04/20/2016 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 26.26 | 01/30/2012 | | M | 5,000 | 05/24/2008 ⁽³⁾ 05/24/2017 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 29.88 | 01/30/2012 | | M | 5,000 | 05/22/2009 ⁽³⁾ 05/22/2018 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 6.41 | 01/30/2012 | | M | 5,000 | 01/30/2010 ⁽³⁾ 01/30/2019 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 12.53 | 01/30/2012 | | M | 5,000 | 01/29/2011 ⁽⁴⁾ 01/29/2020 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RALLS W MATT 11700 KATY FREEWAY, SUITE 300 HOUSTON, TX 77079 | | | X | |

Signatures

| | |
|---|------------|
| /s/ James F. Maroney III, Attorney-in-Fact for W. Matt Ralls | 02/01/2012 |
| __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) Represents shares of restricted stock, which vest in three equal annual installments commencing January 31, 2013, subject to continued service with the Company or its successor. 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, the shares will be cancelled for no consideration upon (a) consummation of the merger and (b) the appointment by the board of directors of Superior (or a committee of such board) of the Reporting Person to such board and grant to the Reporting Person of an equity award upon such appointment consistent with Superior's policy of granting equity awards to its newly appointed directors.
 - (2) The option vests in four equal annual installments beginning on the respective "Date Exercisable" reported in this line item.
 - (3) The option vests in three equal annual installments beginning on the respective "Date Exercisable" reported in this line item.
 - (4) The option became fully vested and exercisable on January 30, 2012 pursuant to the terms and conditions of the Merger Agreement.

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.