

WINKLER JOSEPH C
 Form 4
 February 07, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
WINKLER JOSEPH C

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)
 Chairman and CEO

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 (1) (2)		
Common Stock	02/07/2012		D		717,624 <u>(1) (2)</u>	D	
Common Stock	02/07/2012		D		3,200	I	BY SPOUSE

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.69	02/07/2012		D	544,687 (3)	(4) 06/20/2015	06/20/2015	Common Stock	544,687
Stock Option (Right to Buy)	\$ 6.69	02/07/2012		D	52,950 (3)	(4) 06/23/2015	06/23/2015	Common Stock	52,950
Stock Option (Right to Buy)	\$ 6.41	02/07/2012		D	279,300 (3)	(4) 01/30/2019	01/30/2019	Common Stock	279,300
Stock Option (Right to Buy)	\$ 12.53	02/07/2012		D	147,700 (3)	(4) 01/26/2020	01/26/2020	Common Stock	147,700
Stock Option (Right to Buy)	\$ 27.94	02/07/2012		D	62,300 (3)	(4) 01/31/2021	01/31/2021	Common Stock	62,300
Stock Option (Right to Buy)	\$ 33.7	02/07/2012		D	56,500 (3)	(5) 01/31/2022	01/31/2022	Common Stock	56,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINKLER JOSEPH C 11700 KATY FREEWAY, SUITE 300 HOUSTON, TX 77079	X		Chairman and CEO	

Signatures

/s/ James F. Maroney III, Attorney-in-Fact for Joseph C.
Winkler

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).

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 shares of Superior common stock. With the exception of 49,000 shares of Issuer restricted stock granted to the Reporting Person on January 31, 2012, each share of Issuer common stock held by the Reporting Person as of the date of the merger was converted into 0.945 shares of Superior common stock, plus \$7.00 in cash, without interest, plus cash in lieu of any fractional shares of Superior common stock.

(1) Includes 49,000 shares of Issuer restricted stock disposed of in exchange for 58,796 shares of Superior restricted stock, representing a stock award exchange ratio of 1.199916. The shares vest in three equal annual installments commencing on January 31, 2013, subject to continued service with Superior.

(2) 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.

(3) All unvested options to purchase shares of Issuer common stock became fully vested and exercisable upon the merger.

(4) The options vest in three equal annual installments 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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