

Edgar Filing: CARNETT JOHN - Form 3

	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option (right to buy)	Â (1)	05/07/2013	Common Stock 16,667 \$ 11.81	D Â
Employee Stock Option (right to buy)	Â (1)	05/07/2013	Common Stock 8,333 \$ 10.22	D Â
Employee Stock Option (right to buy)	Â (2)	03/15/2016	Common Stock 25,000 \$ 15.05	D Â
Employee Stock Option (right to buy)	Â (3)	08/22/2017	Common Stock 24,000 \$ 14.32	D Â
Employee Stock Option (right to buy)	Â (4)	04/10/2018	Common Stock 15,000 \$ 15.07	D Â
Employee Stock Option (right to buy)	Â (5)	08/21/2018	Common Stock 15,750 \$ 16.5	D Â
Phantom Stock	Â (7)	12/22/2010	Common Stock 30,000 \$ (8)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARNETT JOHN 1301 MCKINNEY STREET SUITE 1800 HOUSTON, TX 77010	Â	Â	Â SVP-Pressure Pumping Ops	Â

Signatures

By Kimberly R. Frye, Attorney-in-fact for John Carnett 10/10/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The options were granted under the Key Energy Group, Inc. 1997 Incentive Plan and are fully vested and exercisable.

The option was granted under the Key Energy Group, Inc. 1997 Incentive Plan and is exercisable in three installments as follows: the first installment for 12,500 shares became exercisable on March 15, 2008; the second installment for 6,250 shares becomes exercisable on March 15, 2009; and the third installment for 6,250 shares becomes exercisable on March 15, 2010.

(3) The option was granted under the Key Energy Group, Inc. 1997 Incentive Plan and is exercisable in three annual installments. The first installment for 7,999 shares became exercisable on August 22, 2008; the second installment for 8,001 shares becomes exercisable on August 22, 2009; and the third installment for 8,000 shares becomes exercisable on August 22, 2010.

(4) The option was granted under the Key Energy Services, Inc. 2007 Equity and Cash Incentive Plan and is exercisable in four equal annual installments beginning on April 10, 2009.

(5)

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The option was granted under the Key Energy Services, Inc. 2007 Equity and Cash Incentive Plan and is exercisable in four annual installments as follows: 3,938 shares on August 21, 2009; 3,937 shares on August 21, 2010; 3,938 shares on August 21, 2011; and 3,937 shares on August 21, 2012.

- (6) Represents unvested award of restricted stock shares granted under the Key Energy Services, Inc. 2007 Equity and Cash Incentive Plan. The restricted stock shares will vest in four equal annual installments beginning on August 21, 2009.
- (7) Each phantom share award granted December 22, 2006 shall vest in four equal annual installments on the anniversary of the grant date. The vested phantom shares are payable solely in cash within 20 days of the vesting date.
- (8) Each share of phantom stock is the economic equivalent of one share of KEG common stock.

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.