

**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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

|   |  |  |   |  |  |  |
|---|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person*  |  |  | 2. Issuer Name and Ticker or Trading Symbol   |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |
| <u>MILLER SCOTT P</u><br><br>(Last) (First) (Middle)<br><u>1301 MCKINNEY ST</u><br><u>STE 1800</u><br><br>(Street)<br><u>HOUSTON TX 77010</u><br><br>(City) (State) (Zip) |  |  | <u>KEY ENERGY SERVICES INC [ KEG ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/20/2018</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) |  | Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>SVP Op Svcs and Ch Admin Off</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |

**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                    | 08/20/2018                           |  | S                              |   | 4,303   | D          | \$12.96 <sup>(1)</sup>   | 39,847 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 08/21/2018                           |  | S                              |   | 4,303   | D          | \$12.8974 <sup>(3)</sup> | 35,544 <sup>(4)</sup>   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | Date Exercisable   | Expiration Date |   |  |  |   |  |
|  |  |                                      |  |                                |   |  |  |                 |   |  |  |   |  |

**Explanation of Responses:**

1. This transaction was executed in multiple trades at prices ranging from \$12.94 USD to \$12.96 USD; the price reported above reflects the weighted average sale price.
2. The number of shares of Common Stock beneficially owned includes 39,847 unvested shares of restricted stock units granted under the 2016 Plan.
3. This transaction was executed in multiple trades at prices ranging from \$12.80 USD to \$12.98 USD; the price reported above reflects the weighted average sale price.
4. The number of shares of Common Stock beneficially owned includes 35,544 unvested shares of restricted stock units granted under the 2016 Plan.

**Remarks:**

By: Katherine I. Hargis  
Attorney-in-fact for Scott P. Miller 08/21/2018

\*\* Signature of Reporting Person Date

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

\* 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).

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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