MAXTED BRIAN F

Form 4 June 17, 2011

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

| 1. Name and A MAXTED I | 2. Issuer Name and Ticker or Trading Symbol Kosmos Energy Ltd. [KOS] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
|--------------------------------------|--|--------------|--|-----------------|-----|--|--|-------------|--|--|------------------|
| | (First) OS ENERGY, PARK LANE, S | (Middle) | 3. Date of (Month/D 06/15/20 | ay/Year | | ansaction | | | _X_ Director _X_ Officer (give below) | | Owner |
| DALLAS, T | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Table | e I - No | n-D | erivative Se | curiti | es Acq | uired, Disposed of | f, or Beneficial | ly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | r) Execution | med on Date, if Day/Year) | Code (Instr. | | 4. Securitie on(A) or Disp (Instr. 3, 4 a | osed o | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | |
| Common Shares | 06/15/2011 | | | M | v | 647,059 | A | \$ 0 (1) | 7,383,945 | D | |
| Common Shares | | | | | | | | | 6,729,864 | I | See footnote (2) |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: MAXTED BRIAN F - Form 4

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. Transactio Code (Instr. 8) | 5. Number of onDerivative 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 Number Shares |
| Common Shares (Right to Receive) | <u>(1)</u> | 06/15/2011 | | M | 647,059 | 06/15/2011 | 06/15/2011 | Common Shares | 647,05 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| MAXTED BRIAN F C/O KOSMOS ENERGY, LLC 8176 PARK LANE, SUITE 500 DALLAS, TX 75231 | X | | Director and CEO | | | | |

Signatures

/s/ Phillip Feiner, as Attorney-in-Fact 06/17/2011

**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).
- Each unit underlying the right to receive common shares is the economic equivalent of one common share. The units were settled for restricted shares that are scheduled to vest on May 16, 2015 (the fourth anniversary of the Issuer's initial public offering described in the prospectus dated May 11, 2011), subject to the satisfaction of service and performance conditions specified in the Issuer's Long Term Incentive Plan and an award agreement issued under the plan.
- (2) These shares are directly owned by Maxted Family Investments, Ltd., an entity controlled by the reporting person. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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.

Reporting Owners 2