

Complete Production Services, Inc.
 Form 4
 May 22, 2008

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

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 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 *
SIMMONS L E

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)
600 TRAVIS, SUITE 6600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2008

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 Member of Group

HOUSTON, TX 77002

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/20/2008 | | S ⁽¹⁾ | V Amount (A) or (D) Price \$ 29.11 | 12,696,231 | I | By SCF-IV, L.P. ⁽²⁾ |
| Common Stock | 05/21/2008 | | S ⁽¹⁾ | V Amount (A) or (D) Price \$ 30.01 | 12,446,231 | I | By SCF-IV, L.P. ⁽²⁾ |
| Common Stock | | | | | 1,390,530 | D | |
| Common Stock | | | | | 72,900 | I | By L.E. Simmons & Associates, Inc. ⁽²⁾ |
| | | | | | 1,043,545 | I | |

Edgar Filing: Complete Production Services, Inc. - Form 4

| | | | | | | |
|--------------|--|---------|---|--|--|--|
| Common Stock | | | | | | By LESFP, Ltd. ⁽²⁾ |
| Common Stock | | 120,654 | I | | | By LES/VCWS 2005 Family Trust ⁽²⁾ |
| Common Stock | | 681,432 | I | | | By SCF-VI, L.P. ⁽²⁾ |

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.

SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| SIMMONS L E 600 TRAVIS SUITE 6600 HOUSTON, TX 77002 | | X | | Member of Group |
| SCF IV LP 600 TRAVIS STE 6600 HOUSTON, TX 77002 | | | | Member of Group |
| SCF VI LP 600 TRAVIS STE 6600 HOUSTON, TX 77002 | | | | Member of Group |

SCF-VI, G.P., Limited Partnership
600 TRAVIS STREET
SUITE 6600
HOUSTON, TX 77002

Member of Group

SIMMONS L E & ASSOCIATES INC
600 TRAVIS STE 6600
HOUSTON, TX 77002

Member of Group

Signatures

L.E. Simmons 05/22/2008

__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 sale of common stock of issuer held by SCF-IV, L.P.

The reporting person is sole stockholder and director of L.E. Simmons & Associates, Inc., a Delaware corporation (LESA), which is the sole general partner of SCF-IV GP LLC, of SCF-VI GP Limited Partnership (SCF-VI GP) and SCF-IV GP, both of which are Delaware limited partnerships. Additionally, SCF-VI GP is the sole general partner of SCF-VI LP (SCF-VI) and SCF-IV GP was, until the reported distribution, the sole general partner of SCF-IV. The reporting person is also the ultimate general partner of LESFP, Ltd.

(2) (LESFP) and a trustee of the LES/VCWS 2005 Family Trust (LES/VCWS 2005). Based on the reporting person's affiliation with LESFP, LES/VCWS 2005, SCF-VI GP, SCF-IV GP, SCF-IV GP LLC, SCF-VI and SCF-IV (collectively the "Related Entities"), the reporting person may be deemed to beneficially own all of the shares of common stock of the Issuer beneficially owned or deemed to be beneficially owned by the Related Entities.

Remarks:

L.E. Simmons is signing for himself, as the designated filer, as well as in his capacity as attorney-in-fact for LESA, LESFP, L

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.