

Kosmos Energy Ltd.
Form 4
January 11, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEMP JOHN RANDOLPH III

(Last) (First) (Middle)

**C/O KOSMOS ENERGY,
LLC, 8176 PARK LANE, SUITE
500**

(Street)

DALLAS, TX 75231

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Kosmos Energy Ltd. [KOS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
Common Shares	01/09/2012		S	500	D \$ 13.91	108,024	D
Common Shares	01/10/2012		S	14,500	D \$ 13.9	93,524	D
Common Shares						1,800	I
Common Shares						662,816	I
							See Footnotes (1)
							See Footnotes (2)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KEMP JOHN RANDOLPH III
C/O KOSMOS ENERGY, LLC
8176 PARK LANE, SUITE 500
DALLAS, TX 75231

X

Signatures

/s/ William S. Hayes,
attorney-in-fact

01/10/2012

__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).

(1) These shares are owned by the reporting person's wife. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

These shares granted under the Issuer's Long Term Incentive Plan are directly owned by the Rhonda N. Kemp 2011 Trust No. 1, Rhonda N. Kemp 2011 Trust No. 2, John R. Kemp, IV 2011 Trust No. 1, John R. Kemp, IV 2011 Trust No. 2, John R. Kemp, III 2011 Grantor

(2) Retained Annuity Trust and the Rosalind I. Kemp 2011 Grantor Retained Annuity Trust in the amount of 26,579, 26,579, 26,579, 26,579, 278,250 and 278,250 common shares, respectively. 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.

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