

Dunlevy W Greg
Form 4
May 18, 2011

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 *
Dunlevy W Greg

(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)
05/16/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Executive V.P and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Shares	05/16/2011		J ⁽¹⁾		5,512,635	A	\$ 0 (1)	5,512,635 D
Common Shares	05/16/2011		P		10,000	A	\$ 18 (2)	5,522,635 D
Common Shares	05/16/2011		J ⁽³⁾		1,865,579	A	\$ 0 (3)	1,865,579 I
Common Shares	05/18/2011		A ⁽⁴⁾		1,552,941	A	\$ 0 (4)	7,075,576 D

See
footnote.
(3)

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

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(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. Amount or Number of Shares
Common Shares (Right to Receive)	<u>(5)</u>	05/18/2011		A	388,235	<u>(6)</u> <u>(6)</u>	Common Shares	388,235

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dunlevy W Greg C/O KOSMOS ENERGY, LLC 8176 PARK LANE, SUITE 500 DALLAS, TX 75231	Executive V.P and CFO

Signatures

/s/ Phillip Feiner, as
Attorney-in-Fact 05/18/2011

__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).
- (1) In connection with a corporate reorganization, which involved Kosmos Energy Holdings becoming wholly-owned by the Issuer, and the Issuer's initial public offering described in the prospectus dated May 11, 2011, the reporting person received 4,911,262 common shares in exchange for his vested units in Kosmos Energy Holdings, the Issuer's predecessor, and 601,373 restricted shares in exchange for his unvested profit units in Kosmos Energy Holdings under the Issuer's Long Term Incentive Plan (the "Plan"). Subject to the terms of the Plan and an award agreement under the Plan, these restricted shares are scheduled to vest on the same dates as the exchanged profit units were scheduled to vest, as follows: 123,619 of these restricted shares are scheduled to vest on June 13, 2011, and 477,754 of these restricted shares are scheduled to vest 50% on June 11, 2011 and 50% on June 11, 2012.
- (2) The price to the public in the Issuer's initial public offering.

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- (3) These shares granted under the Plan are directly owned by 2008 Carnegie, Ltd., an entity controlled by the reporting person. In connection with the Issuer's corporate reorganization and initial public offering, 2008 Carnegie Ltd., received 1,158,335 common shares in exchange for its vested units in Kosmos Energy Holdings and 707,244 restricted shares in exchange for its unvested profit units under the Plan. Subject to the terms of the Plan and an award agreement under the Plan, the restricted shares are scheduled to vest on the same dates as the exchanged profit units were scheduled to vest, as follows: 50% are scheduled to vest on June 11, 2011 and 50% are scheduled to vest on June 11, 2012. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (4) These restricted shares were granted under the Plan and are scheduled to vest 25% on each of the first four anniversaries of May 16, 2011, subject to the terms of the Plan and an award agreement under the Plan.
- (5) 1 for 1.
- (6) In connection with the Issuer's initial public offering, the reporting person acquired a contractual right to receive restricted shares under the Plan within 30 days after the offering. These restricted shares are scheduled to vest 25% on each of the first four anniversaries of May 16, 2011 based on the satisfaction of certain performance conditions, in accordance with the terms of the Plan and an award agreement to be issued under the Plan.

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.