

SUPERIOR ENERGY SERVICES INC
 Form 4
 February 27, 2015

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 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 *
 Cook Lynton G III

2. Issuer Name and Ticker or Trading Symbol
 SUPERIOR ENERGY SERVICES INC [SPN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1001 LOUISIANA STREET, SUITE 2900

3. Date of Earliest Transaction (Month/Day/Year)
 02/25/2015

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

(Street)
 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 02/25/2015 | | M | | | 28,029 | A | \$ 17.46 | 102,932 | D | |
| Common Stock | 02/25/2015 | | S | | | 28,029 | D | \$ 22.1769 (1) | 74,903 | D | |
| Common Stock | 02/26/2015 | | A(2) | | | 10,215 | A | \$ 0 | 85,118 (3) | D | |

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

SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Options (right to buy) | \$ 17.46 | 02/25/2015 | | M | 28,029 | 12/31/2005 06/24/2015 | Common Stock 28,029 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cook Lynton G III 1001 LOUISIANA STREET SUITE 2900 HOUSTON, TX 77002 | | | Executive Vice President | |

Signatures

/s/ William B. Masters, on behalf of Lynton G. Cook, III, pursuant to a power of attorney

02/27/2015

__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).

The price reported represents the weighted average price of the shares sold. Shares were sold at varying prices in the range of 22.15 - 22.21. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(2) Represents the number of shares of common stock issuable with respect to the 2014 portion of the performance share awards originally granted to the Reporting Person on February 12, 2014. Effective February 26, 2015, the Compensation Committee of the Issuer's Board of Directors certified the level of 2014 free cash flow, the applicable performance metric, and these performance share awards converted to time-vested RSUs. These RSUs will vest and payout in 2016.

(3) Includes 4,159 shares of common stock purchased through the company's employee stock purchase plan as of 12/31/14.

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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