

Kosmos Energy Ltd.  
Form 4  
May 18, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**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)  
**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  
 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)
			Code	V	Amount	(A) or (D)	Price
Common Shares	05/16/2011		J <sup>(1)</sup>		75,524	A	\$ 0 <u>(1)</u>
Common Shares	05/16/2011		P		15,000	A	\$ 18 <u>(2)</u>
Common Shares	05/16/2011		P <sup>(3)</sup>		1,800	A	\$ 18 <u>(2)</u>
Common Shares	05/16/2011		J <sup>(4)</sup>		662,816	A	\$ 0 <u>(4)</u>

See footnote. (3)

See footnote. (4)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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/ Phillip Feiner, as  
Attorney-in-Fact  
\*\*Signature of Reporting Person  
Date  
05/18/2011

**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).

- 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 75,524 common 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: 63,595 restricted shares are scheduled to vest 50% on June 11, 2011 and 50% on June 11, 2012, and 11,930 shares are scheduled to vest 25% on each of November 5, 2011, November 5, 2012, November 5, 2013 and November 5, 2014.
- (1) 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: 63,595 restricted shares are scheduled to vest 50% on June 11, 2011 and 50% on June 11, 2012, and 11,930 shares are scheduled to vest 25% on each of November 5, 2011, November 5, 2012, November 5, 2013 and November 5, 2014.
  - (2) The price to the public in the Issuer's initial public offering.

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- (3) These shares were purchased 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 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 Retained Annuity Trust and the Rosalind I. Kemp 2011 Grantor Retained Annuity Trust. In connection with the Issuer's corporate reorganization and initial public offering, these trusts received 26,579, 26,579, 26,579, 26,579, 278,250 and 278,250 common shares, respectively, in exchange for their respective vested units in Kosmos Energy Holdings. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (4)

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.