Hayes William S Form 4 May 20, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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Check this box

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(b).

(City)

(State)

(Zip)

1. Name and Address of Reporting Person ** Hayes William S	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer			
	Kosmos Energy Ltd. [KOS]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(
C/O KOSMOS ENERGY, LLC, 8176 PARK LANE, SUITE 500	(Month/Day/Year) 05/16/2013	Director 10% OwnerX Officer (give title Other (specibelow) below) SVP, Legal & External Affairs			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS, TX 75231		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative (Securi	ties Acqu	iired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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	05/16/2013		Code V F	Amount 61,314 (1)	(D)	Price \$ 11.52	1,488,388	D	
Common Shares	05/20/2013		S(2)	15,000	D	\$ 12.02 (3)	1,473,388	D	

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
						Exercisable	Date				
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Hayes William S C/O KOSMOS ENERGY, LLC 8176 PARK LANE, SUITE 500 DALLAS, TX 75231

SVP, Legal & External Affairs

Signatures

/s/ Phillip Feiner, as Attorney-in-Fact

05/20/2013

**Signature of Reporting Person

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).
- These shares were withheld by the Issuer to satisfy the tax withholding requirement arising from the vesting of restricted shares granted to **(1)** the reporting person under the Issuer's Long Term Incentive Plan.
- The sales reported in this Form 4 were affected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 28, **(2)** 2012.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices of \$12.00 and \$12.03. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price set forth in this footnote to this Form 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.

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