

Complete Production Services, Inc.
Form SC 13G/A
February 10, 2009

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Complete Production Services, Inc.
(Name of the Issuer)
Common Stock, par value \$.01 per share
(Title of Class of Securities)
20453E-10-9
(CUSIP Number)
February 10, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SCF-IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 6,516,117

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH 6,516,117

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,516,117

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SCF-IV, G.P., LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 6,516,117

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH 6,516,117

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,516,117

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

SCF-VI, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 681,432

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 681,432

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

681,432

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

SCF-VI, G.P., Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 681,432

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 681,432

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

681,432

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

L.E. Simmons & Associates, Incorporated

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 7,253,459

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 7,253,459

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

7,253,459

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.7%

12

TYPE OF REPORTING PERSON

CO

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

L.E. Simmons

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 1,342,642

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8,260,314

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 1,342,642

8 SHARED DISPOSITIVE POWER

WITH 8,260,314

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,602,956

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.8%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

LESFP, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Texas

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 1,006,855

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 1,006,855

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,006,855

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.3%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

LESGP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

5 SOLE VOTING POWER

NUMBER OF 1,006,855

6 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER
0

7 EACH REPORTING PERSON

SOLE DISPOSITIVE POWER
1,006,855

8 WITH

SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,006,855

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.3%

12

TYPE OF REPORTING PERSON

OO

CUSIP No. 20453E-10-9

NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

David C. Baldwin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF 475,011

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 475,011

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

475,011

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.6%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Anthony F. DeLuca

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 414,016

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 414,016

8 SHARED DISPOSITIVE POWER
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
414,016

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.6%

TYPE OF REPORTING PERSON

12

IN

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Andrew L. Waite

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 659,398

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 659,398

8 SHARED DISPOSITIVE POWER
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
659,398

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.9%

TYPE OF REPORTING PERSON

12

IN

12

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JWG Management, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Alberta, Canada

NUMBER OF **5** SOLE VOTING POWER
0

SHARES **6** SHARED VOTING POWER
BENEFICIALLY OWNED BY 348,555

EACH **7** SOLE DISPOSITIVE POWER
REPORTING PERSON 0

WITH **8** SHARED DISPOSITIVE POWER
348,555

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
348,555

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.5%

TYPE OF REPORTING PERSON

12

CO

13

CUSIP No. 20453E-10-9

1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John H.W. Geddes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

5 SOLE VOTING POWER
NUMBER OF 5,740

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 348,555

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 5,740

8 SHARED DISPOSITIVE POWER
WITH 348,555

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
354,295

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.5%

TYPE OF REPORTING PERSON

12

IN

Item 1.

(a) Name of Issuer: Complete Production Services, Inc.

(b) Address of Issuer's Principal Executive Offices: 11700 Old Katy Road, Suite 300
Houston, Texas 77079

Item 2.

(a) This Schedule is filed by: (i) L.E. Simmons, with respect to the shares of Common Stock directly owned by him, SCF-IV, L.P., SCF-VI, L.P., LESFP, Ltd. and L.E. Simmons & Associates, Incorporated; (ii) L.E. Simmons & Associates, Incorporated, with respect to the shares of Common Stock directly owned by it, SCF-IV, L.P. and SCF-VI, L.P.; (iii) SCF-IV, L.P., with respect to the shares of Common Stock directly owned by it; (iv) SCF-IV, G.P., LLC, with respect to the shares of Common Stock directly owned by SCF-IV, L.P.; (v) SCF-VI, L.P., with respect to the shares of Common Stock directly owned by it; (vi) SCF-VI, G.P., Limited Partnership, with respect to the shares of Common Stock directly owned by SCF-VI, L.P.; (vii) LESFP, Ltd., with respect to the shares of Common Stock directly owned by it; (viii) LESGP, LLC, with respect to the shares of Common Stock directly owned by LESFP, Ltd.; (ix) David C. Baldwin with respect to the shares of Common Stock directly owned by him; (x) Anthony F. DeLuca with respect to the shares of Common Stock directly owned by him; (xi) Andrew L. Waite with respect to the shares of Common Stock directly owned by him; (xii) John H.W. Geddes with respect to the shares of Common Stock directly owned by him and JWG Management, Ltd.; and (xiii) JWG Management, Ltd. with respect to the shares of Common Stock directly owned by it.

(b) The address of the principal business office of the parties referred to in paragraph (a) of this Item 2 is 600 Travis, Suite 6600, Houston, Texas 77002.

(c) L.E. Simmons, David C. Baldwin, Anthony F. DeLuca and Andrew Waite are United States citizens. John H.W. Geddes is a Canadian citizen. L.E. Simmons & Associates, Incorporated is a corporation organized under the laws of the State of Delaware. SCF-IV, L.P., SCF-VI, L.P., and SCF-VI, G.P., Limited Partnership are limited partnerships organized under the laws of the State of Delaware. SCF-IV, G.P., LLC is a limited liability company organized under the laws of the State of Delaware. LESFP, Ltd. is a limited partnership organized under the laws of the State of Texas. LESGP, LLC is a limited liability company organized under the laws of the State of Texas. JWG Management, Ltd. is a corporation organized under the laws of the province of Alberta, Canada.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 20453E-10-9

Item 3. If this statement is filed pursuant to §240.13d-1(b) or §240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Act.

(b) Bank as defined in section 3(a)(6) of the Act.

(c) Insurance company as defined in section 3(a)(19) of the Act.

(d) Investment company registered under section 8 of the Investment Company Act of 1940.

(e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G).

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

15

A. SCF-IV, L.P.

(a) Amount Beneficially Owned: 6,516,117

(b) Percent of Class: 8.7%¹

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 6,516,117

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 6,516,117

B. SCF-IV, G.P., LLC²

(a) Amount Beneficially Owned: 6,516,117

(b) Percent of Class: 8.7%¹

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 6,516,117

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 6,516,117

C. SCF-VI, L.P.

(a) Amount Beneficially Owned: 681,432

(b) Percent of Class: 0.9%¹

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 681,432

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 681,432

D. SCF-VI, G.P., Limited Partnership³

(a) Amount Beneficially Owned: 681,432

(b) Percent of Class: 0.9%¹

(c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 681,432
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 681,432
- E. L.E. Simmons & Associates, Incorporated⁴
- (a) Amount Beneficially Owned: 7,253,459
 - (b) Percent of Class: 9.7%¹
 - (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 7,253,459
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 7,253,459
- F. L.E. Simmons⁵
- (a) Amount Beneficially Owned: 9,602,956
 - (b) Percent of Class: 12.8%¹
 - (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 1,342,642
 - (ii) shared power to vote or to direct the vote: 8,260,314
 - (iii) sole power to dispose or to direct the disposition of: 1,342,642
 - (iv) shared power to dispose or to direct the disposition of: 8,260,314
- G. LESFP, Ltd.⁶
- (a) Amount Beneficially Owned: 1,006,855
 - (b) Percent of Class: 1.3%¹
 - (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 1,006,855
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 1,006,855

H. LESGP, LLC⁷

- (a) Amount Beneficially Owned: 1,006,855
- (b) Percent of Class: 1.3%¹
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 1,006,855
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 1,006,855
 - (iv) shared power to dispose or to direct the disposition of: 0

I. David C. Baldwin⁸

- (a) Amount Beneficially Owned: 475,011
- (b) Percent of Class: 0.6%¹
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 475,011
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 475,011
 - (iv) shared power to dispose or to direct the disposition of: 0

J. Anthony F. DeLuca⁹

- (a) Amount Beneficially Owned: 414,016
- (b) Percent of Class: 0.6%¹
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 414,016
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 414,016
 - (iv) shared power to dispose or to direct the disposition of: 0

K. Andrew L. Waite¹⁰

- (a) Amount Beneficially Owned: 659,398
- (b) Percent of Class: 0.9%¹
- (c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote: 659,398
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 659,398
- (iv) shared power to dispose or to direct the disposition of: 0

L. JWG Management, Ltd.¹¹

- (a) Amount Beneficially Owned: 348,555
- (b) Percent of Class: 0.5%¹
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 348,555
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 348,555

M. John H.W. Geddes¹²

- (a) Amount Beneficially Owned: 354,295
- (b) Percent of Class: 0.5%¹
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 5,740
 - (ii) shared power to vote or to direct the vote: 348,555
 - (iii) sole power to dispose or to direct the disposition of: 5,740
 - (iv) shared power to dispose or to direct the disposition of: 348,555

- 1. For purposes of calculating the percentage ownership of the class of Common Stock, the number of shares outstanding of the Issuer's Common Stock is 74,952,003 as of October 27, 2008.

- 2.

Includes
6,516,117
shares of
Common Stock
owned directly
by SCF-IV, L.P.
SCF-IV, G.P.,
LLC is the sole
member of
SCF-IV, L.P.
and has the
power to direct
the affairs of
SCF-IV, L.P.,
including
decisions
respecting the
voting and
disposition of
the shares of
Common Stock
of Complete
Production
Services, Inc.
held by SCF-IV,
L.P.

3. Includes
681,432 shares
of Common
Stock owned
directly by
SCF-VI, L.P.
SCF-VI, G.P.,
Limited
Partnership is
the general
partner of
SCF-VI, L.P.
and has the
power to direct
the affairs of
SCF-VI, L.P.,
including
decisions
respecting the
voting and
disposition of
the shares of
Common Stock
of Complete

Production
Services, Inc.
held by SCF-VI,
L.P.

4. Includes
6,516,117
shares of
Common Stock
owned directly
by SCF-IV,
L.P., 681,432
shares of
Common Stock
owned directly
by SCF-VI, L.P.
and 55,910
shares of
Common Stock
owned directly
by L.E.
Simmons &
Associates,
Incorporated (all
of which were
received on
December 21,
2007 in
connection with
(1) the
distribution of
shares from
SCF-IV,

L.P. to SCF-IV
G.P., Limited
Partnership, the
then-general
partner of
SCF-IV, L.P., to
redeem SCF-IV,
G.P., Limited
Partnership's
entire interest in
SCF-IV, L.P.
and (2) the
subsequent
distribution of
shares from
SCF-IV G.P.,
Limited
Partnership to
the partners in
SCF-IV G.P.,
Limited
Partnership).
L.E. Simmons
& Associates,
Incorporated,
the sole member
and general
partner,
respectively, of
SCF-IV, G.P.,
LLC and
SCF-VI, G.P.,
Limited
Partnership, has
the power to
direct the affairs
of such entities,
including
decisions
respecting the
voting and
disposition of
the shares of
Common Stock
of Complete
Production
Services, Inc.
held by SCF-IV,
L.P. and

SCF-VI, L.P.
The 55,910
shares of
Common Stock
owned directly
by L.E.
Simmons &
Associates,
Incorporated are
subject to an
understanding
pursuant to
which L.E.
Simmons &
Associates,
Incorporated has
agreed not to
dispose of such
shares at a faster
rate than
SCF-IV, L.P.
disposes of the
shares owned
directly by it.
The parties to
the
understanding
described above
disclaim that the
understanding
constitutes the
formation of a
group.

5. Includes
6,516,117
shares of
Common Stock
owned directly
by SCF-IV,
L.P., 681,432
shares of
Common Stock
owned directly
by SCF-VI,
L.P., 1,006,855
shares of
Common Stock
owned directly
by LESFP, Ltd.
(of which

890,105 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership), 55,910 shares of Common Stock owned directly by L.E. Simmons & Associates, Incorporated (all of which were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general

partner of
SCF-IV, L.P., to
redeem SCF-IV,
G.P., Limited
Partnership's
entire interest in
SCF-IV, L.P.
and (2) the
subsequent
distribution of
shares from
SCF-IV G.P.,
Limited
Partnership to
the partners in
SCF-IV G.P.,
Limited
Partnership) and
1,342,642
shares of
Common Stock
owned directly
by L.E.
Simmons (of
which 1,190,813
were received
on
December 21,
2007 in
connection with
(1) the
distribution of
shares from
SCF-IV, L.P. to
SCF-IV G.P.,
Limited
Partnership, the
then-general
partner of
SCF-IV, L.P., to
redeem SCF-IV,
G.P., Limited
Partnership's
entire interest in
SCF-IV, L.P.
and (2) the
subsequent
distribution of
shares from
SCF-IV G.P.,
Limited

Partnership to the partners in SCF-IV G.P., Limited Partnership). L.E. Simmons is the President and sole stockholder of L.E. Simmons & Associates, Incorporated and in that capacity may be deemed to beneficially own all of the securities of Complete Production Services, Inc. beneficially owned by L.E. Simmons & Associates, Incorporated. L.E. Simmons is the President and sole member of LESGP, LLC and in that capacity may be deemed to beneficially own all of the securities of Complete Production Services, Inc. beneficially owned by LESGP, LLC. 55,910 shares of Common Stock owned directly by L.E. Simmons & Associates, Incorporated, 890,105 of the

1,006,855
shares of
Common Stock
owned directly
by LESFP, Ltd.
and 1,006,855
of the 1,342,642
shares of
Common Stock
owned directly
by L.E.
Simmons are
subject to an
understanding
pursuant to
which L.E.
Simmons &
Associates,
Incorporated,
LESFP, Ltd.,
and L.E.
Simmons have
agreed not to
dispose of such
shares at a faster
rate than
SCF-IV, L.P.
disposes of the
shares owned
directly by it.
The parties to
the
understanding
described above
disclaim that the
understanding
constitutes the
formation of a
group.

6. Includes
1,006,855
shares of
Common Stock
owned directly
by LESFP, Ltd.,
of which
890,105 were
received on
December 21,
2007 in

connection with
(1) the
distribution of
shares from
SCF-IV, L.P. to
SCF-IV G.P.,
Limited
Partnership, the
then-general
partner of
SCF-IV, L.P., to
redeem SCF-IV,
G.P., Limited
Partnership's
entire interest in
SCF-IV, L.P.
and (2) the
subsequent
distribution of
shares from
SCF-IV G.P.,
Limited
Partnership to
the partners in
SCF-IV G.P.,
Limited
Partnership.
890,105 of the
1,006,855
shares of
Common Stock
owned directly
by LESFP, Ltd.
are subject to an
understanding
pursuant to
which LESFP,
Ltd. has agreed
not to dispose of
such shares at a
faster rate than
SCF-IV, L.P.
disposes of the
shares owned
directly by it.
The parties to
the
understanding
described above
disclaim that the
understanding

constitutes the formation of a group.

7. Includes 1,006,855 shares of Common Stock owned directly by LESFP, Ltd., of which 890,105 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership. LESGP, LLC is the general partner of LESFP, Ltd. and has the power to direct the affairs of LESFP, Ltd., including

decisions respecting the voting and disposition of the shares of Common Stock of Complete Production Services, Inc. held by LESFP, Ltd. 890,105 of the 1,006,855 shares of Common Stock owned directly by LESFP, Ltd. are subject to an understanding pursuant to which LESFP, Ltd. has agreed not to dispose of such shares at a faster rate than SCF-IV, L.P. disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group.

8. Includes 475,011 shares of Common Stock owned directly by David C. Baldwin, all of which were received on December 21, 2007 in connection with (1) the

distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership. The 475,011 shares of Common Stock are subject to an understanding pursuant to which David C. Baldwin has agreed not to dispose of such shares at a faster rate than SCF-IV, L.P. disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group.

9. Includes 414,016 shares of Common Stock owned directly by Anthony F. DeLuca, of which 406,540 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership. The 406,540 shares of Common Stock are subject to an understanding pursuant to which Anthony F. DeLuca has agreed not to dispose of such

shares at a faster rate than SCF-IV, L.P. disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group.

10. Includes 659,398 shares of Common Stock owned directly by Andrew L. Waite, of which 652,599 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in

SCF-IV G.P., Limited Partnership. The 652,599 shares of Common Stock are subject to an understanding pursuant to which Andrew L. Waite has agreed not to dispose of such shares at a faster rate than SCF-IV, L.P. disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group.

11. Includes 348,555 shares of Common Stock owned directly by JWG Management, Ltd., of which 299,555 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to

redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership. The 299,555 shares of Common Stock are subject to an understanding pursuant to which JWG Management, Ltd. has agreed not to dispose of such shares at a faster rate than SCF-IV, L.P. disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group.

12. Includes 5,740 shares of Common Stock owned directly by John H.W. Geddes and 348,555 shares of Common Stock owned

directly by JWG Management, Ltd., of which 299,555 were received on December 21, 2007 in connection with (1) the distribution of shares from SCF-IV, L.P. to SCF-IV G.P., Limited Partnership, the then-general partner of SCF-IV, L.P., to redeem SCF-IV, G.P., Limited Partnership's entire interest in SCF-IV, L.P. and (2) the subsequent distribution of shares from SCF-IV G.P., Limited Partnership to the partners in SCF-IV G.P., Limited Partnership. 299,555 of the 348,555 shares of Common Stock owned directly by JWG Management, Ltd. are subject to an understanding pursuant to which JWG Management, Ltd. has agreed not to dispose of such shares at a faster rate than SCF-IV, L.P.

disposes of the shares owned directly by it. The parties to the understanding described above disclaim that the understanding constitutes the formation of a group. John H.W. Geddes is President and sole stockholder of JWG Management, Ltd. and in that capacity may be deemed to beneficially own all of the securities of Complete Production Services, Inc. beneficially owned by JWG Management, Ltd.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2009

SCF-IV, L.P.

By: SCF-IV, G.P., LLC

By: L.E. Simmons & Associates,
Incorporated

By: /s/ Anthony F. DeLuca
Anthony F. DeLuca, Managing Director

SCF-IV, G.P., LLC

By: L.E. Simmons & Associates,
Incorporated

By: /s/ Anthony F. DeLuca
Anthony F. DeLuca, Managing Director

SCF-VI, L.P.

By: SCF-VI, G.P., Limited Partnership

By: L.E. Simmons & Associates,
Incorporated

By: /s/ Anthony F. DeLuca
Anthony F. DeLuca, Managing Director

SCF-VI, G.P., Limited Partnership

By: L.E. Simmons & Associates,
Incorporated

By: /s/ Anthony F. DeLuca
Anthony F. DeLuca, Managing Director

L.E. Simmons & Associates, Incorporated

By: /s/ Anthony F. DeLuca
Anthony F. DeLuca, Managing Director

L.E. Simmons

/s/ L.E. Simmons*

L.E. Simmons, individually

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David C. Baldwin

/s/ David C. Baldwin*
David C. Baldwin, individually

Anthony F. DeLuca

/s/ Anthony F. DeLuca
Anthony F. DeLuca, individually

Andrew L. Waite

/s/ Andrew L. Waite*
Andrew L. Waite, individually

John H.W. Geddes

/s/ John H.W. Geddes*
John H.W. Geddes, individually

JWG Management, Ltd.

By: /s/ John H.W. Geddes*
John H.W. Geddes, President

LESFP, Ltd.

By: LESGP, LLC

By: /s/ L.E. Simmons*
L.E. Simmons, President

LESGP, LLC

By: /s/ L.E. Simmons*
L.E. Simmons, President

*By: /s/ Anthony F. DeLuca
Anthony F. DeLuca

Pursuant to a Power of Attorney filed as
Exhibit 2 to this Schedule 13G

EXHIBIT INDEX

1. Joint Filing Agreement dated February 12, 2008 by and among SCF-IV, L.P., SCF-IV, G.P., LLC, SCF-VI, L.P., SCF-VI, G.P., Limited Partnership, L.E. Simmons and Associates, Incorporated, L.E. Simmons, David C. Baldwin, Anthony F. DeLuca, Andrew L. Waite, John H.W. Geddes, JWG Management, Ltd., LESGP, LLC and LESFP, Ltd.
2. Power of Attorney dated February 10, 2009, relating to SCF-IV, L.P., SCF-IV, G.P., LLC, SCF-VI, L.P., SCF-VI, G.P., Limited Partnership, L.E. Simmons and Associates, Incorporated, L.E. Simmons, David C. Baldwin, Anthony F. DeLuca, Andrew L. Waite, John H.W. Geddes, JWG Management, Ltd., LESGP, LLC and LESFP, Ltd.