

Superior Well Services, INC
Form 4
September 10, 2010

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NABORS INDUSTRIES LTD

(Last) (First) (Middle)

MINTFLOWER PLACE, 8
PAR-LA-VILLE ROAD

(Street)

HAMILTON HM08, D0

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Superior Well Services, INC [SWSI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 (Instr. 4) |
|---|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 | 09/08/2010 | 09/08/2010 | U | | 28,457,901 | A | \$ 22.12 |
| | | | | | 28,457,901 | I | (1) (2) |
| | | | | | | | |

By
Diamond
Acquisition
Corp. (3)

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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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 |
| NABORS INDUSTRIES LTD MINTFLOWER PLACE 8 PAR-LA-VILLE ROAD HAMILTON HM08, D0 | | X | | |
| Diamond Acquisition Corp. 515 WEST GREENS ROAD SUITE, 1200 HOUSTON, TX 77067 | | X | | |

Signatures

/s/ MARK D. ANDREWS Corporate Secretary, on behalf of Nabors Industries Ltd.

09/10/2010

____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) On September 8, 2010, Diamond Acquisition Corp. ("Diamond"), a Delaware corporation and wholly owned subsidiary of the Reporting Person, accepted for payment 28,457,901 shares of common stock, par value \$0.01 (the "Shares"), of Issuer pursuant to an offer to purchase all of the outstanding Shares (the "Offer"). The Offer was made pursuant to an Agreement and Plan of Merger, dated as of August 6, 2010, by and among Diamond Acquisition Corp. ("Diamond"), the Reporting Person and the Issuer (the "Merger Agreement").

(2) The Offer expired at 12:00 midnight, New York City time, on Wednesday, September 8, 2010. An aggregate of 28,457,901 Shares were validly tendered and not withdrawn prior to the expiration of the Offer, representing approximately 92.4% of the Shares outstanding. On September 8, 2010, Diamond accepted for payment all Shares that were validly tendered in the Offer and not withdrawn and promptly made payment for such Shares in accordance with the terms of the Offer and applicable law.

(3) Diamond is a wholly owned subsidiary of the Reporting Person, and as a result Diamond and the Reporting Person may have been deemed (prior to the Merger) to share beneficial ownership of the Shares shown as beneficially owned by the Reporting Person.

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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