

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**

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

<b>1. Name and Address of Reporting Person *</b> <b>KEMP JOHN RANDOLPH III</b>  (Last) (First) (Middle) <b>C/O KOSMOS ENERGY, LLC, 8176 PARK LANE, SUITE 500</b>  (Street) <b>DALLAS TX 75231</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>Kosmos Energy Ltd. [KOS]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) <b>05/16/2011</b>	
	<b>4. If Amendment, Date of Original Filed</b> (Month/Day/Year)	

**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 <sup>(1)</sup>	75,524	D	
Common Shares	05/16/2011		P		15,000	A	\$ 18 <sup>(2)</sup>	90,524	D	
Common Shares	05/16/2011		P <sup>(3)</sup>		1,800	A	\$ 18 <sup>(2)</sup>	1,800	I	See footnote. <sup>(3)</sup>
Common Shares	05/16/2011		J <sup>(4)</sup>		662,816	A	\$ 0 <sup>(4)</sup>	662,816	I	See footnote. <sup>(4)</sup>

