FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB 3235-0287 Number: December 31, Expires: 2014 Estimated average burden hours per response

0.5

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

1. Name and Address of Reporting Person [*] KEMP JOHN RANDOLPH III			2. Issuer Name and Ticker or Trading Symbol Kosmos Energy Ltd. [KOS]	5. Relationship of Reporting Person(s) to Issuer				
(Last) C/O KOSMOS LANE, SUITE	KOSMOS ENERGY, LLC, 8176 PARK		3. Date of Earliest Transaction (Month/Day/Year) 05/16/2011	(Check all applicable) X Director 10% Owner Officer (give title below) (specify below)				
(Street) DALLAS (City)	DALLAS TX 75231		4. If Amendment, Date of Original Filed (Month/Day/Year)	 6. Individual or Joint/Group Filing (Check Applicable Line) X 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. Transac Code (Instr. 8)		4. Securit Acquired Disposed (Instr. 3, 4	(A) o of (E	D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)		
Common Shares	05/16/2011		J ⁽¹⁾		75,524	A	\$ 0 ⁽¹⁾	75,524	D		
Common Shares	05/16/2011		Р		15,000	A	\$ 18 ⁽²⁾	90,524	D		
Common Shares	05/16/2011		P ⁽³⁾		1,800	Α	\$ 18 ⁽²⁾	1,800	I	See footnote. ⁽³⁾	
Common Shares	05/16/2011		J ⁽⁴⁾		662,816	A	\$ 0 ⁽⁴⁾	662,816	I	See footnote. ⁽⁴⁾	

	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	Anteria Section Section 2 and		Numl Deriv Secu Acqu (A) or Dispo of (D) (Instr	6. Date Exercisable and Expiration Date (Month/Day/Year)) or sposed			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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. 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.

2. The price to the public in the Issuer's initial public offering.

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.

4. 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.

/s/ Phillip Feiner, as Attorney-in-Fact ** Signature of Reporting Person

<u>05/18/2011</u>

Date

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

* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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 Number.