

NABORS INDUSTRIES LTD  
 Form 4  
 February 21, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 PETRELLO ANTHONY G

2. Issuer Name and Ticker or Trading Symbol  
 NABORS INDUSTRIES LTD  
 [NBR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/17/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CHAIRMAN, PRESIDENT & CEO

C/O NABORS CORPORATE SERVICES, 515 WEST GREENS ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HOUSTON, TX 77067

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 02/17/2017                           |  | D <sup>(1)</sup>               |   | 126,081   | D  | \$ 0 3,777,014  |
| Common Stock                    | 02/17/2017                           |  | F <sup>(2)</sup>               |   | 79,646  | D  | \$ 15.31 3,697,368                                    |
| Common Stock                    | 02/17/2017                           |  | A <sup>(3)</sup>               |   | 381,424   | A  | \$ 0 4,078,792  |
| Common Stock                    | 02/20/2017                           |  | F <sup>(4)</sup>               |   | 1,809   | D  | \$ 15.31 4,076,983                                    |
|                                 | 02/21/2017                           |  | F <sup>(5)</sup>               |   | 50,664  | D  | 3,501,967   |

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|              |       |           |   |       |
|--------------|-------|-----------|---|-------|
| Common Stock | \$    |           |   |       |
|              | 15.31 |           |   |       |
| Common Stock |       | 5,484,481 | I | Trust |

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 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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| PETRELLO ANTHONY G<br>C/O NABORS CORPORATE SERVICES<br>515 WEST GREENS ROAD<br>HOUSTON, TX 77067 | X             |           | CHAIRMAN, PRESIDENT & CEO |       |

## Signatures

/s/ Mark D. Andrews by Power of Attorney for Anthony G. Petrello  
Date: 02/21/2017

\*\*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) Represents the forfeiture of performance-based shares granted to Mr. Petrello on January 1, 2014 that were eligible to vest following the end of a three-year performance period (January 1, 2014 to December 31, 2016) based on the Company's relative total shareholder return

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("TSR") against a peer group of companies. Upon grant, the maximum vesting amount was reported in Table I of Form 4. Effective February 17, 2017, the Compensation Committee of the Board of Directors determined that, based on the Company's relative TSR performance over the applicable performance period, 189,123 performance shares would vest and 126,081 performance shares would be forfeited.

- (2) Reflects the number of shares surrendered to satisfy the tax withholding on the vesting of 189,123 performance shares on February 17, 2017. The remaining shares were retained by the executive.

These performance shares were earned pursuant to Mr. Petrello's employment agreement based upon the achievement of certain

- (3) objectives for the year 2016 as determined by the Compensation Committee of the Board of Directors on February 17, 2017. The shares are scheduled to vest in three (3) equal annual installments beginning on the first anniversary of the date of the award.
- (4) Reflects the number of shares surrendered to satisfy the tax withholding on the vesting of 76,945 shares of restricted stock on February 20, 2017. The remaining shares were retained by the executive.
- (5) Reflects the number of shares surrendered to satisfy the tax withholding on the vesting of 120,771 shares of restricted stock on February 21, 2017. The remaining shares were retained by the executive.

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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