

Midstates Petroleum Company, Inc.  
 Form 4  
 April 26, 2012

**FORM 4**

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

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 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 \*  
 First Reserve GP XII Ltd

2. Issuer Name and Ticker or Trading Symbol  
 Midstates Petroleum Company, Inc.  
 [MPO]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

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

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

ONE LAFAYETTE PLACE, THIRD FLOOR

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

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

(Street)

GREENWICH, CT 06830

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/25/2012		S		9,402,470	D	\$ 12.22
							27,147,651
							(1)
							I
							D (2) (3) (4) (5)

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
First Reserve GP XII Ltd ONE LAFAYETTE PLACE, THIRD FLOOR GREENWICH, CT 06830		X		
First Reserve GP XII, LP ONE LAFAYETTE PLACE, THIRD FLOOR GREENWICH, CT 06830		X		
FR XII Alternative GP, L.L.C. ONE LAFAYETTE PLACE, THIRD FLOOR GREENWICH, CT 06830		X		
FR Midstates Interholding, LP ONE LAFAYETTE PLACE, THIRD FLOOR GREENWICH, CT 06830		X		
MACAULAY WILLIAM E ONE LAFAYETTE PLACE, THIRD FLOOR GREENWICH, CT 06830		X		

## Signatures

First Reserve GP XII Limited, by /s/ John P. Foley, as attorney-in-fact 04/26/2012

\_\_Signature of Reporting Person Date

First Reserve GP XII, L.P., by /s/ John P. Foley, as attorney-in-fact 04/26/2012

\_\_Signature of Reporting Person Date

FR XII Alternative GP, LLC, by /s/ John P. Foley, as attorney-in-fact 04/26/2012

\_\_Signature of Reporting Person Date

04/26/2012

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FR Midstates Interholding, L.P., by /s/ John P. Foley, as attorney-in-fact

\_\_Signature of Reporting Person

Date

William E. Macaulay, by /s/ John P. Foley, as attorney-in-fact

04/26/2012

\_\_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) This amount represents the \$13.00 offering price per share of the Issuer's common stock less the underwriting discounts and commission of \$0.78 per share.
  - (2) These securities are directly held by FR Midstates Interholding, L.P. ("Interholding").
  - (3) This form is filed jointly by First Reserve GP XII Limited ("GP XII Limited"), First Reserve GP XII, L.P. ("GP XII"), FR XII Alternative GP, LLC ("XII Alternative"), Interholding and William E. Macaulay.  
GP XII Limited is the general partner of GP XII, which is the managing member of XII Alternative, which is the general partner of Interholding. Mr. Macaulay is a director of the board of directors of GP XII Limited (the "Board") and has the right to appoint the majority of the directors of the Board.
  - (4) Interholding. Mr. Macaulay is a director of the board of directors of GP XII Limited (the "Board") and has the right to appoint the majority of the directors of the Board.
  - (5) The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.