

SCF II LP
Form 4
February 25, 2005

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 *
SIMMONS L E

2. Issuer Name and Ticker or Trading Symbol
OIL STATES INTERNATIONAL
INC [OIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6600 CHASE TOWER,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Member of Group

HOUSTON, TX 77002
(City) (State) (Zip)

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

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 Stock	02/23/2005		S ⁽¹⁾		1,000,000 ⁽²⁾	D	\$ 20.7
					8,940,360	I	

By
SCF-III,
L.P. and
SCF-IV,
L.P. ⁽³⁾

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

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(9-02)

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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. Nu
				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
SIMMONS L E 6600 CHASE TOWER HOUSTON, TX 77002	X			Member of Group
SCF III LP 6600 CHASE TOWER HOUSTON, TX 77002				Member of Group
SCF IV LP 600 TRAVIS STE 6600 HOUSTON, TX 77002				Member of Group
SCF II LP 600 TRAVIS STE 6600 C/O SCF PARTNERS HOUSTON, TX 77002				Member of Group
SCF IV GP LTD PARTNERSHIP 600 TRAVIS STE 6600 HOUSTON, TX 77002				Member of Group

Signatures

L.E. Simmons 02/25/2005
 **Signature of Date
 Reporting Person

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) Reflects sale of common stock of issuer held by SCF-III, L.P. and SCF-IV, L.P.
- (2) The sale of 1,000,000 shares of the common stock as reported on this Form 4 consists of 716,275 shares sold by SCF-III, L.P. and 283,725 shares sold by SCF-IV, L.P.

- The reporting person is sole stockholder and a director of L.E. Simmons & Associates, Incorporated, a Delaware corporation (LESA), which is the sole general partner of SCF-II LP, a Delaware limited partnership (SCF-II), SCF-IV GP Limited Partnership, a Delaware limited partnership (SCF-IV GP), SCF-IV 3i LP, a Delaware limited partnership (SCFIV 3i) and SCF-IV Management Partners LP, a Delaware limited partnership (SCF-IV MP). Additionally, SCF-II is the sole general partner of SCF-III LP, a Delaware limited partnership (SCF-III) and SCF-IV GP is the sole general partner of SCF-IV LP, a Delaware limited partnership (SCF-IV). Based on the reporting person's affiliation with SCF-III, SCF-IV, SCF-II, SCF-IV GP, SCFIV 3i, SCF-IV MP, and LESA (collectively the "Related Entities"), the reporting person may be deemed to beneficially own all of the shares of common stock of the Issuer beneficially owned or deemed to be beneficially owned by the Related Entities.
- (3)

Remarks:

L.E. Simmons is signing for himself, as the designated filer, as well as in his capacity as attorney-in-fact for LESA, SCF-II, SC

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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