

OIL STATES INTERNATIONAL, INC  
 Form 4  
 May 05, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 HAMPTON ROBERT WESLEY

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)  
 THREE ALLEN CENTER, 333  
 CLAY STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/01/2015

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 Retired Sr VP Acctg & Corp Sec

HOUSTON, TX 77002

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	05/01/2015		M		5,147 A \$ 21.96		D
Common Stock	05/01/2015		S		5,147 D \$ 47.02		D
Common Stock	05/01/2015		M		3,431 A \$ 43.95		D
Common Stock	05/01/2015		S		3,431 D \$ 46.79		D

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

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(9-02)

**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. Amount or Number of Shares
Common Stock (Right to Purchase)	\$ 21.96	05/01/2015		M	5,147	<u>(1)</u> 02/19/2016	Common Stock	5,147
Common Stock (Right to Purchase)	\$ 43.95	05/01/2015		M	3,431	<u>(2)</u> 02/17/2021	Common Stock	3,431

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMPTON ROBERT WESLEY THREE ALLEN CENTER 333 CLAY STREET HOUSTON, TX 77002				Retired Sr VP Acctg & Corp Sec

## Signatures

/s/ Lloyd A. Hajdik, pursuant to power of attorney

05/05/2015

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) Common stock option grant of 2/19/2010 that vested 25% per year over the four year period beginning 2/19/2011 and will expire 2/19/2016.
- (2) Common stock option grant of 2/17/2011 that vested 25% per year over the four year period beginning 2/17/2012 and will expire 2/17/2021.
- (3) Stock sold with a weighted average of \$46.79 including prices ranging from \$46.55 to \$47.02.

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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