

HAMPTON ROBERT WESLEY
Form 4
February 23, 2012

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Vp, Acctg&Corp. Secretary

(Last) (First) (Middle)
333 CLAY STREET, SUITE 4620

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2012

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 77002

(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 (A) or (D) Price		
Common Stock	02/22/2012		M		1,250 A \$ 36.53	28,011	D
Common Stock	02/22/2012		S		1,250 D \$ 86.34 (4)	26,761	D
Common Stock	02/22/2012		M		3,750 A \$ 16.65	30,511	D
Common Stock	02/22/2012		S		3,750 D \$ 86.34 (4)	26,761	D
	02/22/2012		M		1,500 A	28,261	D

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Common Stock					\$			
					37.67			
Common Stock	02/22/2012		S	1,500	D	\$	86.34	26,761
						(4)		D
Common Stock	02/22/2012		S	1,101	D	\$	86.22	25,660
						(5)		D

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)

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)	\$ 36.53	02/22/2012		M	1,250	(1) 02/18/2014	Common Stock	1,250
Common Stock (Right to Purchase)	\$ 16.65	02/22/2012		M	3,750	(2) 02/19/2015	Common Stock	3,750
Common Stock (Right to Purchase)	\$ 37.67	02/22/2012		M	1,500	(3) 02/19/2016	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HAMPTON ROBERT WESLEY
333 CLAY STREET, SUITE 4620
HOUSTON, TX 77002

Sr. Vp,
Acctg&Corp.
Secretary

Signatures

Robert W. 02/23/2012
Hampton

__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) Common stock option grant of 02/18/2008 that vested 25% per year over the four year period beginning 02/18/2009.
- (2) Common stock option grant of 02/19/2009 that vested 25% per year over the four year period beginning 02/19/2010.
- (3) Common stock option grant of 02/19/2010 that vested 25% per year over the four year period beginning 02/19/2011.
- (4) Stock sold with a weighted average of \$86.34 including prices ranging from \$86.30 to \$86.42.
- (5) Stock sold with a weighted average of \$86.22 including prices ranging from \$86.20 to \$86.28.

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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