

SCF II LP
Form 4
June 08, 2006

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)
06/06/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 06/06/2006 | | G ⁽¹⁾ | 60,000 D \$ 0 | 136,231 | D | |
| Common Stock | | | | | 1,524,160 | I | By SCF-III, L.P. and SCF-IV, L.P. ⁽²⁾ |
| Common Stock | | | | | 234,290 | I | By SCF-II, L.P. ⁽²⁾ |
| Common Stock | | | | | 23,548 | I | By LESFP, |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

06/08/2006

**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 a donation of these shares to The Church of Jesus Christ of Latter-day Saints.

The reporting person is sole stockholder and director of L.E. Simmons & Associates, Inc., a Delaware corporation (LESA), which is the sole general partner of SCF-II LP (SCF-II), SCF-IV GP Limited Partnership (SCF-IV GP), SCF-IV 3i LP (SCFIV 3i) and SCF-IV Management Partners LP (SCF-IV MP), all of which are Delaware limited partnerships. 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). The reporting person also controls LESFP LTD (LESFP), a Delaware limited partnership. Based on the reporting person's affiliation with SCF-III, SCF-IV, SCF-II, SCF-IV GP, LESFP, 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.

Remarks:

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

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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