

TAYLOR CINDY B
Form 4
January 04, 2013

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 *
TAYLOR CINDY B

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/02/2013 | | M | 10,000 | A | \$ 11.49 | 163,562 D |
| Common Stock | 01/02/2013 | | S ⁽¹⁾ | 10,000 | D | \$ 72.56 (2) | 153,562 D |
| Common Stock | 01/03/2013 | | M | 10,000 | A | \$ 11.49 | 163,562 D |
| Common Stock | 01/03/2013 | | S ⁽¹⁾ | 10,000 | D | \$ 73.76 (3) | 153,562 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock (Right to Purchase) | \$ 11.49 | 01/02/2013 | | M | 10,000 | ⁽⁴⁾ 02/25/2013 | Common Stock | 10,000 |
| Common Stock (Right to Purchase) | \$ 11.49 | 01/03/2013 | | M | 10,000 | ⁽⁴⁾ 02/25/2013 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| TAYLOR CINDY B THREE ALLEN CENTER 333 CLAY STREET HOUSTON, TX 77002 | X | | President & CEO | |

Signatures

/s/ Robert W. Hampton, pursuant to power of attorney

01/04/2013

**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) The sales reported in this Form 4 was effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on December 26, 2012.

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- (2) Stock sold with a weighted average of \$72.56 including prices ranging from \$72.50 to \$72.99.
- (3) Stock sold with a weighted average of \$73.76 including prices ranging from \$73.65 to \$73.92.
- (4) Common stock option grant of 2/25/2003 that vested equally over the four year period beginning 2/25/2004 and expires 2/25/2013.

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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