

HAMPTON ROBERT WESLEY
Form 4
March 28, 2011

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 *
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)
333 CLAY STREET, SUITE 4620
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2011

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

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)
				(A) or (D)	Price		
Common Stock	03/28/2011		M	9,000	A \$ 28.98	33,641	D
Common Stock	03/28/2011		S	9,000	D \$ 74.21	24,641	D
Common Stock	03/28/2011		M	3,750	A \$ 36.53	28,391	D
Common Stock	03/28/2011		S	3,750	D \$ 74.21	24,641	D
Common Stock	03/28/2011		M	7,500	A \$ 16.65	32,141	D

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Common Stock	03/28/2011	S	7,500	D	\$ 74.21	24,641	D
Common Stock	03/28/2011	M	1,500	A	\$ 37.67	26,141	D
Common Stock	03/28/2011	S	1,500	D	\$ 74.21	24,641	D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to Purchase)	\$ 28.98	03/28/2011		M	9,000	<u>(1)</u> 02/16/2013	02/16/2013	Common Stock	9,000
Common Stock (Right to Purchase)	\$ 36.53	03/28/2011		M	3,750	<u>(2)</u> 02/18/2014	02/18/2014	Common Stock	3,750
Common Stock (Right to Purchase)	\$ 16.65	03/28/2011		M	7,500	<u>(3)</u> 02/19/2015	02/19/2015	Common Stock	7,500
Common Stock (Right to Purchase)	\$ 37.67	03/28/2011		M	1,500	<u>(4)</u> 02/19/2016	02/19/2016	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMPTON ROBERT WESLEY 333 CLAY STREET, SUITE 4620 HOUSTON, TX 77002			Sr. Vp, Acctg&Corp. Secretary	

Signatures

Robert W. Hampton, pursuant to power of attorney 03/28/2011

__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 02/16/2007 that vested 25% per year over the four year period beginning 02/16/2008.

(2) Common stock option grant of 02/18/2008 that vested 25% per year over the four year period beginning 02/18/2009.

(3) Common stock option grant of 02/19/2009 that vested 25% per year over the four year period beginning 02/19/2010.

(4) Common stock option grant of 02/19/2010 that vested 25% per year over the four year period beginning 02/19/2011.

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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