FLOTEK INDUSTRIES INC/CN/

Form 4 May 20, 2014

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hardy Carla S.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

FLOTEK INDUSTRIES INC/CN/

[FTK]

(Check all applicable)

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

05/16/2014

_X__ Director 10% Owner Other (specify Officer (give title

10603 W. SAM HOUSTON PKWY

(Street)

(First)

(Middle)

N., SUITE 300

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77064

| (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) onor Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | | 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) | | |
| Common Stock | 03/12/2014 | | G | V | 4,450 | D | \$ 0 | 407,639 <u>(2)</u> | I | By Carla Schulz Hardy Revocable Trust (1) | |
| Common Stock | 05/19/2014 | | S | | 62,500 | D | \$ 27.3545 | 345,139 (3) | I | By Carla Schulz Hardy Revocable Trust (1) | |
| | 05/19/2014 | | S | | 47,500 | D | | 276,521 (3) | I | | |

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Common \$ By Carla Stock 27.3531 S. Hardy Grantor Retained Annuity Trust (1)

Common Stock O5/16/2014 A 4,380 A \$ 27.4 11,244 (4) 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) | 4. Transactio Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed | : | ate | Amour Under Securi | Amount of Underlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|----------------------------------------|------------------------------------------------------------------------------------|---------------------|--------------------|--------------------------|----------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
| | | | | of (D) (Instr. 3, 4, and 5) | | | | | | |
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

Hardy Carla S.

10603 W. SAM HOUSTON PKWY N.

SUITE 300 HOUSTON, TX 77064

Signatures

/s/Carla Schultz 05/20/2014

Hardy

**Signature of Person

Date
Reporting Person

Reporting Owners 2

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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) Ms. Hardy is a trustee and beneficiary of the named trusts. Ms. Hardy disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.
- (2) Donation of 4,450 shares from the Revocable Trust
- Disposition of 62,500 common shares in revocable trust and 47,500 common shares in grantor retained annuity trust pursuant to a Rule 10b5-1 Trading Plan, at average prices of \$27.3545 and \$27.3531, respectively.
- (4) Award grant of 4,380 shares at \$27.40 per share which vest at next annual stockholders' meeting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.