

OIL STATES INTERNATIONAL, INC
 Form 4
 June 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
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**

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/16/2014		J		109,364 (1)	A	\$ 0 (1)
					382,222	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)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Common Stock (Right to Purchase)	\$ 9.71 ⁽²⁾	06/16/2014		J	128,686 ⁽³⁾	⁽³⁾ 02/19/2015	Common Stock 128,686
Common Stock (Right to Purchase)	\$ 21.96 ⁽²⁾	06/16/2014		J	68,633 ⁽⁴⁾	⁽⁴⁾ 02/19/2016	Common Stock 68,633
Common Stock (Right to Purchase)	\$ 43.95 ⁽²⁾	06/16/2014		J	25,737 ⁽⁵⁾	⁽⁵⁾ 02/17/2021	Common Stock 25,737
Common Stock (Right to Purchase)	\$ 49.33 ⁽²⁾	06/16/2014		J	27,453 ⁽⁶⁾	⁽⁶⁾ 02/16/2022	Common Stock 27,453
Common Stock (Right to Purchase)	\$ 46.78 ⁽²⁾	06/16/2014		J	22,652 ⁽⁷⁾	⁽⁷⁾ 02/19/2023	Common Stock 22,652
Common Stock (Right to Purchase)	\$ 58.54 ⁽²⁾	06/16/2014		J	17,158 ⁽⁸⁾	⁽⁸⁾ 02/19/2023	Common Stock 17,158
Common Stock (Right to Purchase)	\$ 14.3 ⁽²⁾	06/16/2014		J	55,764 ⁽⁹⁾	⁽⁹⁾ 02/19/2015	Common Stock 55,764

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

06/16/2014

__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) Adjustments of unvested restricted stock award as a result of the spin-off of Civeo to shareholders.
- (2) Adjusted exercise price resulting from the spin-off of Civeo.
- (3) Adjusted common stock option resulting from the spin-off that are fully vested.
- (4) Adjusted common stock option resulting from the spin-off that are fully vested.
- (5) Adjusted common stock option resulting from the spin-off that vests in four equal annual installments beginning on February 17, 2012.
- (6) Adjusted common stock option resulting from the spin-off that vests in four equal annual installments beginning on February 16, 2013.
- (7) Adjusted common stock option resulting from the spin-off that vests in four equal annual installments beginning on February 19, 2014.
- (8) Adjusted common stock option resulting from the spin-off that vests in four equal annual installments beginning on February 19, 2015.
- (9) Award of June 19, 2009 that vested on June 19, 2012.

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.