

TAYLOR CINDY B
Form 4
September 14, 2009

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)
333 CLAY STREET, SUITE 4620
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2009

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/14/2009		M	36,400	A \$ 13.7	117,657	D
Common Stock	09/14/2009		S	36,400	D \$ 32.07	81,257	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	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 or Number of Shares
Common Stock Option (Right to Purchase)	\$ 13.7	09/14/2009		M	36,400	(1) 02/26/2010	Common Stock 36,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR CINDY B 333 CLAY STREET SUITE 4620 HOUSTON, TX 77002			President & CEO	

Signatures

/s/ Robert W. Hampton, pursuant to power of attorney
Date: 09/14/2009

__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 2/26/2004 that vested equally over the four year period beginning 2/26/2005.

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. Performance RSUs may be increased to a maximum number of 400,000 for Mr. Horton and 300,000 for Mr. Tomnitz upon maximum achievement of each of the four Performance Goals and decreased to a minimum number of zero upon minimum achievement of each of the four Performance Goals. Performance and percentages that fall between the maximum RSUs, the Target RSUs and the minimum (zero) RSUs shall be ranked using linear interpolation. The Company's peer group includes ten publicly traded homebuilding companies, and with the Company included, includes eleven homebuilding companies in the final rankings.

Each Performance RSU represents the contingent right to receive one share of the Company's common stock if vesting is satisfied. The Compensation Committee reserves the sole discretion to pay the final earned and vested Performance RSUs in equity, cash or a combination of

both. The Performance RSUs have no rights to dividends or voting.

Vesting of the TSR Performance Goal component will be determined after the 2015 Performance Period based on a comparison of the Company's TSR to the S&P 500 Index's TSR as computed by Standard and Poor's using their TSR methodology. Vesting of the ROI, SG&A and GP Performance Goal components will be determined after the 2015 Performance Period based on the relative ranking of the Company's performance on each Performance Goal to each peer group company's performance on each Performance Goal. Any portion of the Performance RSUs that do not vest due to inadequate relative performance will be forfeited. The Compensation Committee may use its sole discretion to adjust downward, in part or in whole the vested Performance RSUs or the value of the Performance RSUs based on performance of the Company, including based on total annual pre-tax income or stock price of the Company, the performance of the participant or other factors.

2012 Fiscal Year Compensation of Other Named Executive Officers.

The Board of Directors on recommendation of the Compensation Committee approved discretionary bonuses to the executive officers listed below consistent with past practices. The executive officers set forth below were named executive officers (as defined in Item 402(a)(3) of Regulation S-K) of the Company as of the end of the Company's 2012 fiscal year. There have been no changes to the discretionary bonus plans of the below listed named executive officers as previously approved by the Board of Directors. A summary of the bonuses is as follows:

Name	Office	Annual Discretionary Bonus for the Year Ended September 30, 2012
Bill W. Wheat	Executive Vice President and Chief Financial Officer	\$450,000
Stacey H. Dwyer	Executive Vice President and Treasurer	\$450,000

For each of Mr. Wheat and Ms. Dwyer, \$200,000 of the annual bonus related to the six months ended March 31, 2012 and \$250,000 related to the six months ended September 30, 2012.

2013 Fiscal Year Compensation of Other Named Executive Officers.

The Board of Directors established and approved the 2013 fiscal year annual base salaries and 2013 fiscal year compensation programs for each of Bill W. Wheat and Stacey H. Dwyer. A summary of the 2013 compensation program for each of Mr. Wheat and Ms. Dwyer is set forth in Exhibit 10.2 to this Form 8-K and Exhibit 10.2 is hereby incorporated by reference into this Item 5.02.

Board and Committee Compensation.

On November 8, 2012, the Board of Directors of the Company approved cash director fees, committee member fees and committee chairperson fees to be paid to non-management directors of the Company in the 2013 fiscal year. All cash director fees remained at the same levels from the prior 2012 fiscal year. Board of Directors fees are \$15,000 per meeting but not to exceed \$60,000 per year. Director fees, committee fees and chairperson fees are only paid to non-management directors. The Board of Directors further approved an annual restricted stock retainer to each non-management director in the form of restricted stock or restricted stock units in an amount not to exceed 10,000 restricted shares of the Company's common stock over a three year period or (i) 3,333 shares for the retainer period of January 2013 to January 2014; (ii) 3,333 shares for the retainer period of January 2014 to January 2015; and (iii) 3,334 shares for the retainer period of January 2015 to January 2016. The retainer restricted stock will be awarded at the meeting of the Board of Directors following the Company's Annual Meeting of Stockholders to be held on January 24, 2013.

A summary of the non-management director, committee and chairperson fees is set forth in Exhibit 10.3 to this Form 8-K and Exhibit 10.3 is hereby incorporated by reference into this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

- 10.1 Summary of Executive Compensation Notification Chairman and Chief Executive Officer
- 10.2 Summary of Executive Compensation Notification Other Executive Officers
- 10.3 Summary of Director, Committee and Chairperson Compensation

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

D. R. Horton, Inc.

Date: November 15, 2012

By: /s/ THOMAS B. MONTANO
Thomas B. Montano
Vice President and Corporate and Securities Counsel

EXHIBIT INDEX

Exhibit Number	Description
10.1	Summary of Executive Compensation Notification Chairman and Chief Executive Officer
10.2	Summary of Executive Compensation Notification Other Executive Officers
10.3	Summary of Director, Committee and Chairperson Compensation