

OIL STATES INTERNATIONAL, INC
 Form 4
 June 16, 2014

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)
 THREE ALLEN CENTER, 333
 CLAY STREET
 (Street)

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

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/16/2014 | | J | (A) 6,086 (1) | or (D) \$ 0 (1) | 37,169 | 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) | 8. |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| Common Stock (Right to Purchase) | \$ 9.71 ⁽²⁾ | 06/16/2014 | | J | 4,203 ⁽³⁾ | ⁽³⁾ 02/19/2015 | Common Stock | 4,203 |
| Common Stock (Right to Purchase) | \$ 21.96 ⁽²⁾ | 06/16/2014 | | J | 5,147 ⁽⁴⁾ | ⁽⁴⁾ 02/19/2016 | Common Stock | 5,147 |
| Common Stock (Right to Purchase) | \$ 43.95 ⁽²⁾ | 06/16/2014 | | J | 3,431 ⁽⁵⁾ | ⁽⁵⁾ 02/17/2021 | Common Stock | 3,431 |
| Common Stock (Right to Purchase) | \$ 49.33 ⁽²⁾ | 06/16/2014 | | J | 6,005 ⁽⁶⁾ | ⁽⁶⁾ 02/16/2022 | Common Stock | 6,005 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAMPTON ROBERT WESLEY THREE ALLEN CENTER 333 CLAY STREET HOUSTON, TX 77002 | | | Sr VP Acctg & Corp Secretary | |

Signatures

/s/ Robert W. Hampton 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 vests in four equal annual installments beginning on February 19, 2010.
- (4) Adjusted common stock option resulting from the spin-off that vests in four equal annual installments beginning on February 19, 2011.
- (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.

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.