

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 \*  
 Steen Lias Jeff

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  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 SR Vice President, HR & Legal

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)<br>18,704<br>(1)  | \$ 0<br>(1)   | 61,732   | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Common Stock (Right to Purchase)           | \$ 9.71 <sup>(2)</sup>                                 | 06/16/2014                           |  | J                              | 25,737 <sup>(3)</sup>   | <sup>(3)</sup> 02/19/2015                                | Common Stock  | 25,737                     |
| Common Stock (Right to Purchase)           | \$ 21.96 <sup>(2)</sup>                                | 06/16/2014                           |  | J                              | 10,294 <sup>(4)</sup>   | <sup>(4)</sup> 02/19/2016                                | Common Stock  | 10,294                     |
| Common Stock (Right to Purchase)           | \$ 43.95 <sup>(2)</sup>                                | 06/16/2014                           |  | J                              | 4,289 <sup>(5)</sup>  | <sup>(5)</sup> 02/17/2021                                | Common Stock  | 4,289                      |
| Common Stock (Right to Purchase)           | \$ 49.33 <sup>(2)</sup>                                | 06/16/2014                           |  | J                              | 7,721 <sup>(6)</sup>  | <sup>(6)</sup> 02/16/2022                                | Common Stock  | 7,721                      |
| Common Stock (Right to Purchase)           | \$ 46.78 <sup>(2)</sup>                                | 06/16/2014                           |  | J                              | 6,863 <sup>(7)</sup>  | <sup>(7)</sup> 02/19/2023                                | Common Stock  | 6,863                      |
| Common Stock (Right to Purchase)           | \$ 58.54 <sup>(2)</sup>                                | 06/16/2014                           |  | J                              | 6,863 <sup>(8)</sup>  | <sup>(8)</sup> 02/19/2023                                | Common Stock  | 6,863                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Steen Lias Jeff<br>THREE ALLEN CENTER<br>333 CLAY STREET<br>HOUSTON, TX 77002 |               |           | SR Vice President, HR & Legal |       |

## 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 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.
- (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.

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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