

HAMPTON ROBERT WESLEY  
Form 4  
February 23, 2012

**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)  
333 CLAY STREET, SUITE 4620  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2012

\_\_\_\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 02/22/2012                           |  | M                              |   | 1,250 A \$ 36.53  | 28,011   | D                                 |
| Common Stock                    | 02/22/2012                           |  | S                              |   | 1,250 D \$ 86.34 (4)  | 26,761   | D                                 |
| Common Stock                    | 02/22/2012                           |  | M                              |   | 3,750 A \$ 16.65  | 30,511   | D                                 |
| Common Stock                    | 02/22/2012                           |  | S                              |   | 3,750 D \$ 86.34 (4)  | 26,761   | D                                 |
|                                 | 02/22/2012                           |  | M                              |   | 1,500 A   | 28,261   | D                                 |

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|              |            |  |   |       |   |       |       |        |   |
|--------------|------------|--|---|-------|---|-------|-------|--------|---|
| Common Stock |            |  |   |       |   | \$    |       |        |   |
|              |            |  |   |       |   | 37.67 |       |        |   |
| Common Stock | 02/22/2012 |  | S | 1,500 | D | \$    | 86.34 | 26,761 | D |
|              |            |  |   |       |   | (4)   |       |        |   |
| Common Stock | 02/22/2012 |  | S | 1,101 | D | \$    | 86.22 | 25,660 | D |
|              |            |  |   |       |   | (5)   |       |        |   |

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.**

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock (Right to Purchase)           | \$ 36.53   | 02/22/2012                           |  | M                              | 1,250   | (1) 02/18/2014   | Common Stock  | 1,250                         |
| Common Stock (Right to Purchase)           | \$ 16.65   | 02/22/2012                           |  | M                              | 3,750   | (2) 02/19/2015   | Common Stock  | 3,750                         |
| Common Stock (Right to Purchase)           | \$ 37.67   | 02/22/2012                           |  | M                              | 1,500   | (3) 02/19/2016   | Common Stock  | 1,500                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director                      10% Owner                      Officer                      Other

HAMPTON ROBERT WESLEY  
333 CLAY STREET, SUITE 4620  
HOUSTON, TX 77002

Sr. Vp,  
Acctg&Corp.  
Secretary

## Signatures

Robert W.  
Hampton                      02/23/2012

\_\_Signature of                      Date  
Reporting Person

## 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 02/18/2008 that vested 25% per year over the four year period beginning 02/18/2009.
- (2) Common stock option grant of 02/19/2009 that vested 25% per year over the four year period beginning 02/19/2010.
- (3) Common stock option grant of 02/19/2010 that vested 25% per year over the four year period beginning 02/19/2011.
- (4) Stock sold with a weighted average of \$86.34 including prices ranging from \$86.30 to \$86.42.
- (5) Stock sold with a weighted average of \$86.22 including prices ranging from \$86.20 to \$86.28.

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.