

SWANSON DOUGLAS E

Form 4

March 08, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SWANSON DOUGLAS E

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)

HOUSTON, TX 77002

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2005

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2005		M		75,000	A	\$ 8 182,150
Common Stock	03/07/2005		M		50,250	A	\$ 8 232,400
Common Stock	03/07/2005		M		82,500	A	\$ 11.49 314,900
Common Stock	03/07/2005		S		1,350	D	\$ 22.05 313,550
Common Stock	03/07/2005		S		1,100	D	\$ 21.85 312,450

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Common Stock	03/07/2005	S	700	D	\$ 21.99	311,750	D
Common Stock	03/07/2005	S	100	D	\$ 22.12	311,650	D
Common Stock	03/07/2005	S	700	D	\$ 22.11	310,950	D
Common Stock	03/07/2005	S	6,200	D	\$ 22.05	304,750	D
Common Stock	03/07/2005	S	8,100	D	\$ 22	296,650	D
Common Stock	03/07/2005	S	300	D	\$ 21.99	296,350	D
Common Stock	03/07/2005	S	6,700	D	\$ 21.9	289,650	D
Common Stock	03/07/2005	S	182,500	D	\$ 21.85	107,150	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock Option (right to purchase)	\$ 8	03/07/2005		M	75,000	<u>(1)</u> 02/11/2012	Common Stock 100,000
Common Stock Option (right to purchase)	\$ 8	03/07/2005		M	50,250	<u>(2)</u> 02/11/2012	Common Stock 67,000

Common
Stock
Option
(right to
purchase)

\$ 11.49 03/07/2005

M

82,500

(3)

02/25/2013

Common
Stock

165,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWANSON DOUGLAS E 333 CLAY STREET, SUITE 4620 HOUSTON, TX 77002	X		President and CEO	

Signatures

Robert W. Hampton (pursuant to power of attorney)

03/08/2005

__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) The option vests in four equal annual installments beginning on 2/11/2003. A total of 75,000 shares subject to such option vested in installments of 25,000 each on 2/11/2003, 2/11/2004, 2/11/2005.
- (2) The option vests in four equal annual installments beginning on 2/11/2003. A total of 50,250 shares subject to such option vested in installments of 16,750 shares each on 2/11/2003, 2/11/2004 and 2/11/2005.
- (3) The option vests in four equal annual installments beginning on 2/25/2004. A total of 82,500 shares subject to such option vested in installments of 41,250 shares each on 2/25/2004 and 2/25/2005.

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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