

TEAM INC

Form 4

October 17, 2013

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 *
HAWK PHILIP J

(Last) (First) (Middle)

13131 DAIRY ASHFORD, SUITE
600

(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TEAM INC [TISI]

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) 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)
Common Stock ⁽¹⁾	10/15/2013		M	5,530 A \$ 0	7,007	D	
Common Stock ⁽¹⁾	10/15/2013		M	4,522 A \$ 0	11,529	D	
Common Stock ⁽¹⁾	10/15/2013		M	4,331 A \$ 0	15,860	D	
Common Stock ⁽¹⁾	10/15/2013		M	3,450 A \$ 0	19,310	D	
Common Stock					355,160	I	Family Ltd Partnership

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	(2)	10/15/2013		A	17,171	(3) 10/15/2023	Common Stock 17,1
Restricted Stock Units	(2)	10/15/2013		M	5,530	(4) 10/14/2019	Common Stock 5,5
Restricted Stock Units	(5)	10/15/2013		F	2,082	(5) 10/14/2019	Common Stock 2,0
Restricted Stock Units	(2)	10/15/2013		M	4,522	(6) 10/15/2020	Common Stock 4,5
Restricted Stock Units	(5)	10/15/2013		F	1,703	(5) 10/15/2020	Common Stock 1,7
Restricted Stock Units	(2)	10/15/2013		M	4,331	(7) 10/14/2021	Common Stock 4,3
Restricted Stock Units	(5)	10/15/2013		F	1,631	(5) 10/14/2021	Common Stock 1,6
Restricted Stock Units	(2)	10/15/2013		M	3,450	(8) 10/15/2022	Common Stock 3,4
Restricted Stock Units	(5)	10/15/2013		F	1,300	(5) 10/15/2022	Common Stock 1,3
Nq Stock Options	\$ 30.33					(9) 10/15/2017	Common Stock 120,

Nq Stock Options	\$ 15.27	(9)	10/17/2016	Common Stock	120,000
Nq Stock Options	\$ 13.28	(9)	01/17/2016	Common Stock	100,000
Nq Stock Options	\$ 9.63	(9)	08/17/2015	Common Stock	46,000
Nq Stock Options	\$ 9.23	(9)	08/12/2015	Common Stock	40,000
Iso Stock Options	\$ 9.43	(9)	05/13/2015	Common Stock	4,000
Iso Stock Options	\$ 9.57	(9)	05/12/2015	Common Stock	10,000
Iso Stock Options	\$ 9.69	(9)	05/11/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWK PHILIP J 13131 DAIRY ASHFORD, SUITE 600 SUGAR LAND, TX 77478	X		CEO	

Signatures

/s/ Philip J.
Hawk

10/17/2013

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) Represents vesting of restricted Stock Units and conversion to Team Common Stock.

(2) Stock Units convert on a 1-for-1 basis into shares of Team Common Stock.

(3) Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2014, 10/15/2015, 10/15/2016, 10/15/2017, unless earlier terminated in accordance with the Plan. Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.

(4) Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2010, 10/15/2011, 10/15/2012 and 10/15/2013, unless earlier terminated in accordance with the Plan. Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.

(5) Represents the portion of Stock Units withheld for income taxes prior to settlement in Common Stock.

(6) Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2011, 10/15/2012, 10/15/2013 and 10/15/2014, unless earlier terminated in accordance with the Plan. Stock

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units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.

- (7) Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2012, 10/15/2013, 10/15/2014 and 10/15/2015, unless earlier terminated in accordance with the Plan. Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.

- (8) Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2013, 10/15/2014, 10/15/2015 and 10/15/2016, unless earlier terminated in accordance with the Plan. Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.

- (9) Options are fully vested.

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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