

OIL STATES INTERNATIONAL, INC  
 Form 4  
 February 20, 2015

**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 \*  
 TAYLOR CINDY B

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)  
 02/18/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 02/18/2015                           |                                                    | A <sup>(1)</sup>               | 29,575                                                            | \$ 0                                                                                          | 469,370                                                  | D                                                     |
| Common Stock                    | 02/19/2015                           |                                                    | F                              | 3,213 <sup>(3)</sup>                                              | \$ 43.09                                                                                      | 466,157                                                  | D                                                     |
| Common Stock                    | 02/19/2015                           |                                                    | F                              | 3,239 <sup>(3)</sup>                                              | \$ 43.09                                                                                      | 462,918                                                  | D                                                     |

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**

SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Common Stock (Right to                     | \$ 13.46                                               | 02/18/2015                           |                                                    | A                              | 46,500                                                                                  | <u>(2)</u> 02/18/2025                                    | Common Stock                                                  | 46,500                     |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |                 |       |
|------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                              | Director      | 10% Owner | Officer         | Other |
| TAYLOR CINDY B<br>THREE ALLEN CENTER<br>333 CLAY STREET<br>HOUSTON, TX 77002 | X             |           | President & CEO |       |

## Signatures

/s/ Lloyd A. Hajdik, pursuant to power of attorney  
02/20/2015

\_\_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) Restricted common stock award under the Company's Equity Participation Plan that vests in four equal annual installments beginning 2/18/2016.
- (2) Option vests in four equal annual installments beginning 2/18/2016 and expires on 2/18/2025.
- (3) Shares surrendered for payment of tax liability incident to vesting or prior restricted stock award.

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.