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HAMPTON ROBERT WESLEY

Form 4

February 23, 2010

FORM 4

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

OMB Number:

response...

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

OMB APPROVAL

Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

Common

Stock

02/19/2010

(Print or Type Responses)

1. Name and A HAMPTON	EY Symbol OIL ST.	2. Issuer Name and Ticker or Trading Symbol OIL STATES INTERNATIONAL, INC [OIS]			Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 333 CLAY	(First) (Mi	iddle) 3. Date of (Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2010				Director 10% OwnerX Officer (give title Other (specify below) Sr.VP Accounting & Corp. Sec.			
	(Street)		ndment, Da hth/Day/Year	Č		Applicable Line)	Joint/Group Fili y One Reporting P			
HOUSTON	, TX 77002						Form filed by More than One Reporting			
(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative S	Securities	cquired, 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. Transactic Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	(A) or d (A) or d of (D) 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)		

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

 $A^{(1)}$

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

5,000

Α

\$0

20,925

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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. Transactic Code (Instr. 8)	5. Number conf 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 (Right to Purchase)	\$ 37.67	02/19/2010		A	6,000	(2)	02/19/2016	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

Sr.VP Accounting & Corp. Sec.

Signatures

Robert W. 02/23/2010 Hampton

**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) Restricted common stock award under the Company's Equity Participation Plan that vests in four equal annual installments beginning 2/19/2011.
- (2) Option vests in four equal annual installments beginning 2/19/2011.

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.

Reporting Owners 2