HAMPTON ROBERT WESLEY

Form 4

February 21, 2012

FORM 4

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

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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

may continue. See Instruction

1(b).

(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,	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	INC [OIS]	(Check an applicable)		
(Last) (First) (Middle) 333 CLAY STREET, SUITE 4620	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2012	Director 10% Owner Other (specify below) Sr. Vp, Acctg&Corp. Secretary		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
HOUSTON, TX 77002	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 action(A) or Disposed of (D) (Instr. 3, 4 and 5) 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/16/2012		A(1)	3,500	A	\$0	28,116	D	
Common Stock	02/17/2012		F	365 <u>(3)</u>	D	\$ 83.88	27,751	D	
Common Stock	02/18/2012		F	330 (3)	D	\$ 83.88	27,421	D	
Common Stock	02/19/2012		F	330 (3)	D	\$ 83.88	27,091	D	
Common Stock	02/19/2012		F	330 (3)	D	\$ 83.88	26,761	D	

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to Purchase)	\$ 84.63	02/16/2012		A	3,500	<u>(2)</u>	02/16/2022	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 9	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

**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 2/16/2013.
- (2) Option vests in four equal annual installments beginning 2/16/2013.
- (3) Shares surrendered for payment of tax liability incident to vesting of 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.

Reporting Owners 2

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