

Bouchard Andre C
 Form 4
 October 18, 2011

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 *
 Bouchard Andre C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 HERMANN DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/14/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. Vice Pres. & Gen. Counsel

ALVIN, TX 77511
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock ⁽¹⁾ | 10/14/2011 | | M | | 1,242 | A | \$ 0 8,013 | D |
| Common Stock ⁽¹⁾ | 10/15/2011 | | M | | 1,512 | A | \$ 0 9,525 | D |
| Common Stock ⁽¹⁾ | 10/15/2011 | | M | | 1,236 | A | \$ 0 10,761 | D |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (2) | 10/14/2011 | | A | 6,360 | (3) 10/14/2021 | Common Stock 6,360 |
| Restricted Stock Units | (2) | 10/14/2011 | | M | 1,242 | (4) 10/15/2018 | Common Stock 1,242 |
| Restricted Stock Units | (5) | 10/14/2011 | | F | 447 | (5) 10/15/2018 | Common Stock 447 |
| Restricted Stock Units | (2) | 10/15/2011 | | M | 1,512 | (6) 10/14/2019 | Common Stock 1,512 |
| Restricted Stock Units | (5) | 10/15/2011 | | F | 544 | (5) 10/14/2019 | Common Stock 544 |
| Restricted Stock Units | (2) | 10/15/2011 | | M | 1,236 | (7) 10/15/2020 | Common Stock 1,236 |
| Restricted Stock Units | (5) | 10/15/2011 | | F | 445 | (5) 10/15/2020 | Common Stock 445 |
| Nq Stock Options | \$ 31.75 | | | | | (8) 01/17/2018 | Common Stock 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bouchard Andre C 200 HERMANN DRIVE ALVIN, TX 77511 | | | Sr. Vice Pres. & Gen. Counsel | |

Signatures

/s/ Andre C.
Bouchard

10/18/2011

 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) Stock Units vest 25% 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 in accordance with the respective vesting schedule.
- (4) Stock Units vest 25% on 10/14/2009, 10/14/2010, 10/14/2011 and 10/15/2012, unless earlier terminated in accordance with the Plan. Stock Units will automatically be converted into shares of Common Stock in accordance with the respective vesting schedule.
- (5) Represents the portion of Stock Units withheld for income taxes prior to settlement in Common Stock.
- (6) Stock Units vest 25% 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 in accordance with the respective vesting schedule.
- (7) Stock Units vest 25% on 10/15/2011, 10/15/2012, 10/15/2013 and 10/15/2014, unless earlier terminated in accordance with the Plan. Stock Units will automatically be converted into shares of Common Stock in accordance with the respective vesting schedule.
- (8) 6,250 Exercisable on 1/17/09, 6,250 Exercisable on 1/17/10, 6,250 Exercisable on 1/17/11 and 6,250 Exercisable on 1/17/12.

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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