

OIL STATES INTERNATIONAL, INC

Form 4

March 23, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
SWANSON DOUGLAS E2. Issuer Name and Ticker or Trading  
SymbolOIL STATES INTERNATIONAL,  
INC [OIS]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

333 CLAY STREET, SUITE 4620

(Street)

HOUSTON, TX 77002

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

03/22/2007

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/22/2007                              |                                                             | M                                    | 41,250 A                                                                | \$ 11.49 115,276                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/22/2007                              |                                                             | M                                    | 45,000 A                                                                | \$ 13.7 160,276                                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/22/2007                              |                                                             | S                                    | 300 D                                                                   | \$ 31.93 159,976                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/22/2007                              |                                                             | S                                    | 200 D                                                                   | \$ 31.92 159,776                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/22/2007                              |                                                             | S                                    | 200 D                                                                   | \$ 31.91 159,576                                                                                                   | D                                                                    |                                                                   |

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|              |            |   |        |   |          |         |   |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 03/22/2007 | S | 9,000  | D | \$ 31.9  | 150,576 | D |
| Common Stock | 03/22/2007 | S | 1,000  | D | \$ 31.89 | 149,576 | D |
| Common Stock | 03/22/2007 | S | 5,400  | D | \$ 31.88 | 144,176 | D |
| Common Stock | 03/22/2007 | S | 11,000 | D | \$ 31.87 | 133,176 | D |
| Common Stock | 03/22/2007 | S | 9,750  | D | \$ 31.86 | 123,426 | D |
| Common Stock | 03/22/2007 | S | 14,500 | D | \$ 31.85 | 108,926 | D |
| Common Stock | 03/22/2007 | S | 19,700 | D | \$ 31.84 | 89,226  | D |
| Common Stock | 03/22/2007 | S | 10,200 | D | \$ 31.83 | 79,026  | D |
| Common Stock | 03/22/2007 | S | 5,000  | D | \$ 31.82 | 74,026  | D |

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

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SEC 1474  
(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 of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Common Stock Option (Right to Purchase)    | \$ 11.49                                               | 03/22/2007                           |                                                    | M                              | 41,250                                                                                  | (1) 02/25/2013                                           | Common Stock 41,250                                           |
| Common Stock                               | \$ 13.7                                                | 03/22/2007                           |                                                    | M                              | 45,000                                                                                  | (2) 02/26/2010                                           | Common Stock 45,000                                           |

Option  
(Right to  
Purchase)

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                         | Director      | 10% Owner | Officer | Other |
| SWANSON DOUGLAS E<br>333 CLAY STREET<br>SUITE 4620<br>HOUSTON, TX 77002 | X             |           | CEO     |       |

## Signatures

/S/ Robert W.  
Hampton

03/23/2007

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) Award of 2/25/2003 that vested in three annual installments beginning 2/25/2004 and then the remaining 25% was accelerated to vest on 5/18/2006.
  - (2) Award of 2/26/2004 that vested at the rate of 25% on each of 2/26/2005 & 2/26/2006 and then accelerated to vest the remaining 50% on 5/18/2006.

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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