OIL STATES INTERNATIONAL INC

Form 4 May 19, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. 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).

(Print or Type Responses)

1. Name and A SIMMONS	Address of Reporting S L E	Sy O	2. Issuer Name and ymbol DIL STATES IN NC [OIS]			' I	5. Relationship of Essuer (Check	Reporting Pers	
(Last) 6600 CHAS	(First) (I	(N	. Date of Earliest T Month/Day/Year) 05/17/2005	ransaction		_	pelow)	itle 10% below) ber of Group	Owner er (specify
	(Street)		. If Amendment, D iled(Month/Day/Yea	Č			 Individual or Joi Applicable Line) Form filed by Or 	•	
HOUSTON	N, TX 77002					_	X_ Form filed by Merson	Iore than One Re	eporting
(City)	(State)	(Zip)	Table I - Non-l	Derivative S	ecurit	ies Acqui	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Pate, if Transaction Code	4. Securitie oror Disposed (Instr. 3, 4	d of (D))	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)
Common Stock	05/17/2005		S(1)	600,000	D	\$ 21.63	7,640,360	I	By SCF-III, L.P. and

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

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SCF-IV, L.P. (3)

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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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Re	lationship	os
reporting 6 mor runne, reduces	Director	10% Owner	Officer	Other
SIMMONS L E 6600 CHASE TOWER HOUSTON, TX 77002	X			Member of Group
SCF III LP 6600 CHASE TOWER HOUSTON, TX 77002				Member of Group
SCF IV LP 600 TRAVIS STE 6600 HOUSTON, TX 77002				Member of Group
SCF II LP 600 TRAVIS STE 6600 C/O SCF PARTNERS HOUSTON, TX 77002				Member of Group
SCF IV GP LTD PARTNERSHIP 600 TRAVIS STE 6600 HOUSTON, TX 77002				Member of Group
Signatures				

•	
L.E. Simmons	05/19/2005
**Signature of	Date
Reporting Person	

Reporting Owners 2

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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) Reflects sale of common stock of issuer held by SCF-III, L.P. and SCF-IV, L.P.
- The sale of 600,000 shares of the common stock as reported on this Form 4 consists of 429,765 shares sold by SCF-III, L.P. and 170,235 shares sold by SCF-IV, L.P.
 - The reporting person is sole stockholder and a director of L.E. Simmons & Associates, Incorporated, a Delaware corporation (LESA), which is the sole general partner of SCF-II LP, a Delaware limited partnership (SCF-IV), SCF-IV GP Limited Partnership, a Delaware limited partnership (SCF-IV 3i) and SCF-IV Management Partners LP, a
- Delaware limited partnership (SCF-IV MP). Additionally, SCF-II is the sole general partner of SCF-III LP, a Delaware limited partnership (SCF-III) and SCF-IV GP is the sole general partner of SCF-IV LP, a Delaware limited partnership (SCF-IV). Based on the reporting person's affiliation with SCF-III, SCF-IV, SCF-II, SCF-IV GP, SCFIV 3i, SCF-IV MP, and LESA (collectively the "Related Entities"), the reporting person may be deemed to beneficially own all of the shares of common stock of the Issuer beneficially owned or deemed to be beneficially owned by the Related Entities.

Remarks:

L.E. Simmons is signing for himself, as the designated filer, as well as in his capacity as attorney-in-fact for LESA, SCF-II, SO 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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