

HAMPTON ROBERT WESLEY  
 Form 4  
 February 23, 2012

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

OMB APPROVAL  
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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

(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, INC [OIS]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Sr. Vp. Acctg&Corp. Secretary

(Last) (First) (Middle)  
 333 CLAY STREET, SUITE 4620  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/22/2012

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

HOUSTON, TX 77002

(City) (State) (Zip)

**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 or Price (A) or (D)		
Common Stock	02/22/2012		M		1,250 A \$ 36.53	28,011	D
Common Stock	02/22/2012		S		1,250 D \$ 86.34 (4)	26,761	D
Common Stock	02/22/2012		M		3,750 A \$ 16.65	30,511	D
Common Stock	02/22/2012		S		3,750 D \$ 86.34 (4)	26,761	D
	02/22/2012		M		1,500 A	28,261	D

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Common Stock						\$			
						37.67			
Common Stock	02/22/2012		S	1,500	D	\$	86.34	26,761	D
						(4)			
Common Stock	02/22/2012		S	1,101	D	\$	86.22	25,660	D
						(5)			

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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)	8. Amount or Number of Shares
Common Stock (Right to Purchase)	\$ 36.53	02/22/2012		M	1,250	(1) 02/18/2014	Common Stock	1,250
Common Stock (Right to Purchase)	\$ 16.65	02/22/2012		M	3,750	(2) 02/19/2015	Common Stock	3,750
Common Stock (Right to Purchase)	\$ 37.67	02/22/2012		M	1,500	(3) 02/19/2016	Common Stock	1,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

