

SWANSON DOUGLAS E
Form 4
March 08, 2005

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 *
SWANSON DOUGLAS E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OIL STATES INTERNATIONAL
INC [OIS]

(Check all applicable)

(Last) (First) (Middle)

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

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

333 CLAY STREET, SUITE 4620

03/07/2005

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

HOUSTON, TX 77002

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 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		
Common Stock	03/07/2005		M		75,000 A \$ 8	D	
Common Stock	03/07/2005		M		50,250 A \$ 8	D	
Common Stock	03/07/2005		M		82,500 A \$ 11.49	D	
Common Stock	03/07/2005		S		1,350 D \$ 22.05	D	
Common Stock	03/07/2005		S		1,100 D \$ 21.85	D	

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Common Stock	03/07/2005	S	700	D	\$ 21.99	311,750	D
Common Stock	03/07/2005	S	100	D	\$ 22.12	311,650	D
Common Stock	03/07/2005	S	700	D	\$ 22.11	310,950	D
Common Stock	03/07/2005	S	6,200	D	\$ 22.05	304,750	D
Common Stock	03/07/2005	S	8,100	D	\$ 22	296,650	D
Common Stock	03/07/2005	S	300	D	\$ 21.99	296,350	D
Common Stock	03/07/2005	S	6,700	D	\$ 21.9	289,650	D
Common Stock	03/07/2005	S	182,500	D	\$ 21.85	107,150	D

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

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (right to purchase)	\$ 8	03/07/2005		M		75,000	(1)	02/11/2012	Common Stock	100,000
Common Stock Option (right to purchase)	\$ 8	03/07/2005		M		50,250	(2)	02/11/2012	Common Stock	67,000

Common Stock Option (right to purchase)	\$ 11.49	03/07/2005	M	82,500	(3)	02/25/2013	Common Stock	165,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWANSON DOUGLAS E 333 CLAY STREET, SUITE 4620 HOUSTON, TX 77002	X		President and CEO	

Signatures

Robert W. Hampton (pursuant to power of attorney)	03/08/2005
**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) The option vests in four equal annual installments beginning on 2/11/2003. A total of 75,000 shares subject to such option vested in installments of 25,000 each on 2/11/2003, 2/11/2004, 2/11/2005.
- (2) The option vests in four equal annual installments beginning on 2/11/2003. A total of 50,250 shares subject to such option vested in installments of 16,750 shares each on 2/11/2003, 2/11/2004 and 2/11/2005.
- (3) The option vests in four equal annual installments beginning on 2/25/2004. A total of 82,500 shares subject to such option vested in installments of 41,250 shares each on 2/25/2004 and 2/25/2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.