CRAGG CHRISTOPHER E

Form 4

February 21, 2012

FORM 4

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

OMB 3235-0287 Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

January 31,

0.5

OMB APPROVAL

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

CRAGG CHRISTOPHER E

			OIL STATES INTERNATIONAL, INC [OIS]			(Check all applicable)					
(Last) 333 CLAY	(First) STREET, SUIT	(Middle) E 4620	3. Date of (Month/D 02/16/20						Director 10% Owner X Officer (give title Other (specify below)		
	(Street) HOUSTON, TX 77002		4. If Amendment, Date Original Filed(Month/Day/Year)						Sr. Vp, Operations 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)	Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall				le: Oremod				
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any		3.	actic	4. Securi on(A) or Di (Instr. 3,	ties A ispose 4 and (A) or	cquired 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
Common Stock	02/16/2012			A(1)		4,000	A	\$0	38,462	D	
Common Stock	02/17/2012			F		546 <u>(3)</u>	D	\$ 83.88	37,916	D	
Common Stock	02/18/2012			F		683 <u>(3)</u>	D	\$ 83.88	37,233	D	
Common Stock	02/19/2012			F		683 <u>(3)</u>	D	\$ 83.88	36,550	D	
Common Stock	02/19/2012			F		774 (3)	D	\$ 83.88	35,776	D	

Edgar Filing: CRAGG CHRISTOPHER E - Form 4

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.

SEC 1474 (9-02)

D

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)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to Purchase)	\$ 84.63	02/16/2012		A	4,500	(2)	02/16/2022	Common Stock	4,500

Dala4: a...ab:...

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		
CRAGG CHRISTOPHER E 333 CLAY STREET, SUITE 4620 HOUSTON, TX 77002			Sr. Vp, Operations			

Signatures

Robert W. Hampton, pursuant to power of attorney 02/21/2012

**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) Restricted common stock award under the Company's Equity Participation Plan that vests in four equal annual installments beginning 2/16/2013.
- (2) Option vests in four equal annual installments beginning 2/16/2013.
- (3) Shares surrendered for payment of tax liability incident to vesting of prior restricted stock award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: CRAGG CHRISTOPHER E - Form 4

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.