

Dodson Bradley J
Form 4
February 21, 2012

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 *
Dodson Bradley J

2. Issuer Name and Ticker or Trading Symbol
OIL STATES INTERNATIONAL, INC [OIS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP - CFO & Treasurer

HOUSTON, TX 77002

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 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 (A) or (D) Price | | | |
| Common Stock | 02/16/2012 | | A ⁽¹⁾ | 5,000 A \$ 0 | 50,363 | D | |
| Common Stock | 02/17/2012 | | F | 495 ⁽³⁾ D \$ 83.88 | 49,868 | D | |
| Common Stock | 02/18/2012 | | F | 396 ⁽³⁾ D \$ 83.88 | 49,472 | D | |
| Common Stock | 02/19/2012 | | F | 330 ⁽³⁾ D \$ 83.88 | 49,142 | D | |
| Common Stock | 02/19/2012 | | F | 562 ⁽³⁾ D \$ 83.88 | 48,580 | D | |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock (Right to Purchase) | \$ 84.63 | 02/16/2012 | | A | 5,000 | ⁽²⁾ 02/16/2022 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dodson Bradley J 333 CLAY STREET, SUITE 4620 HOUSTON, TX 77002 | | | Senior VP - CFO & Treasurer | |

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 vest 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.

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