

FLOTEK INDUSTRIES INC/CN/
Form 4
August 24, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
DUMAS JERRY D SR

2. Issuer Name and Ticker or Trading Symbol
FLOTEK INDUSTRIES INC/CN/
[FTK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2930 W. SAM HOUSTON PKWY.
N STE. 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2009

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

HOUSTON, TX 77043

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 591,354 | D | |
| Common Stock | | | | (A) or (D) | 18,096 | I | Saxton River Corporation |
| Common Stock | | | | (A) or (D) | 26,000 | I | Dora Tes Foundation |

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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|---------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount |
| Stock Option | \$ 9.4 | | | | | 09/21/2005 | 09/20/2014 | Common Stock | 130,000 |
| Stock Option | \$ 2.125 | | | | | 12/10/2005 | 12/09/2014 | Common Stock | 66,000 |
| Stock Option | \$ 13.805 | | | | | 03/13/2008 | 03/12/2013 | Common Stock | 54,000 |
| Stock Option | \$ 22.37 | | | | | 05/18/2008 | 05/17/2013 | Common Stock | 66,000 |
| Stock Option | \$ 22.75 | | | | | 03/28/2009 | 03/27/2014 | Common Stock | 27,000 |
| Stock Option | \$ 2.51 | | | | | 02/16/2010 | 02/15/2015 | Common Stock | 200,000 |
| Preferred Stock ⁽¹⁾ | \$ 2.3 | 08/12/2009 | | P | 86,956 | 08/12/2009 | <u>(7)</u> | Common Stock | 86,956 |
| Exercisable Warrants ⁽²⁾ | \$ 2.31 | 08/12/2009 | | P | 31,000 | 08/12/2009 | 08/11/2014 | Common Stock | 31,000 |
| Contingent Warrants ⁽³⁾ | \$ 2.45 | 08/12/2009 | | P | 100,000 | <u>(4)</u> | <u>(5)</u> | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUMAS JERRY D SR 2930 W. SAM HOUSTON PKWY. N STE. 300 HOUSTON, TX 77043 | X | | Chairman and CEO | |

Signatures

Jerry D. Dumas,
Sr.

08/24/2009

 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 Series A Cumulative Convertible Preferred Stock is convertible into 434.782 shares of Common Stock per share of Preferred Stock.
- (2) The Exercisable Warrants are exercisable into shares of Common Stock at an exercise price of \$2.31 per share.
- (3) The Contingent Warrants are exercisable into shares of Common Stock at an exercise price of \$2.45 per share.
- (4) The Contingent Warrants are exercisable on or after the date the stockholders approve the Contingent Warrants and the amendment to the Certificate of Incorporation of the Company to increase the number of authorized shares of Common Stock.
- (5) The Contingent Warrants expire on or after the earlier of (1) 5:00 p.m. Eastern time on the date the Company obtains stockholder approval as described in footnote (4) above or (2) 5:00 p.m. Eastern time on October 11, 2017.
- (6) The Warrants were acquired in connection with the purchase of units comprised of the Preferred Stock, exercisable warrants and contingent warrants, for a purchase price of \$1,000.00 per unit.
- (7) The Preferred Stock is perpetual and has no expiration date.

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.