

SLATOR SANDY
Form 4
June 23, 2006

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

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 *
SLATOR SANDY

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)
06/23/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Well Site Services

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/23/2006 | | M | | 50,000 A \$ 9 | 51,450 | D |
| Common Stock | 06/23/2006 | | M | | 32,500 A \$ 8 | 83,950 | D |
| Common Stock | 06/23/2006 | | M | | 22,500 A \$ 11.49 | 106,450 | D |
| Common Stock | 06/23/2006 | | M | | 15,000 A \$ 13.7 | 121,450 | D |
| Common Stock | 06/23/2006 | | M | | 3,750 A \$ 21.08 | 125,200 | D |

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Common Stock 03/31/2006 J⁽⁷⁾ 1,087 D \$ 0 124,113 D

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

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SEC 1474
(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 |
| Common Stock (Right to Purchase) | \$ 9 | 06/23/2006 | | X | | 50,000 | | <u>(1)</u> | 02/08/2011 | Common Stock | 50,000 |
| Common Stock (Right to Purchase) | \$ 8 | 06/23/2006 | | X | | 32,500 | | <u>(2)</u> | 02/11/2012 | Common Stock | 32,500 |
| Common Stock (Right to Purchase) | \$ 11.49 | 06/23/2006 | | X | | 22,500 | | <u>(3)</u> | 02/25/2013 | Common Stock | 22,500 |
| Common Stock (Right to Purchase) | \$ 13.7 | 06/23/2006 | | X | | 15,000 | | <u>(4)</u> | 02/26/2010 | Common Stock | 15,000 |
| Common Stock (Right to Purchase) | \$ 21.08 | 06/23/2006 | | X | | 3,750 | | <u>(5)</u> | 02/24/2011 | Common Stock | 3,750 |
| Common Stock (Right to Purchase) | \$ 0 | 03/31/2006 | | J ⁽⁶⁾ | | 33,750 | | <u>(6)</u> | 03/31/2006 | Common Stock | 33,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SLATOR SANDY 333 CLAY STREET SUITE, 4620 HOUSTON, TX 77002 | | | VP Well Site Services | |

Signatures

| | |
|--|------------|
| Robert W. Hampton, Pursuant to Power of Attorney | 06/23/2006 |
| **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) Award of 2/8/2001 that vested in four equal annual installments beginning 2/8/2002.
- (2) Award of 2/11/2002 that vested in four equal annual installments beginning 2/11/2003.
- (3) Award of 2/25/2003 that vest in four equal annual installments beginning 2/25/2004.
- (4) Award of 2/26/2004 that vest in four equal annual installments beginning 2/26/2005.
- (5) Award of 2/24/2005 that vest in four equal annual installments beginning 2/24/2006.
- (6) Options cancelled upon Mr.Slator's retirement effective March 31, 2006. Options had various expiration dates.
- (7) Restricted stock award shares cancelled upon Mr.Slator's retirement effective March 31, 2006.

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.