

FLOTEK INDUSTRIES INC/CN/  
Form 4  
July 01, 2015

**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 \*  
CHISHOLM JOHN

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)  
10603 W. SAM HOUSTON  
PARKWAY N., SUITE 300

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/29/2015

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

(Street)  
HOUSTON, TX 77064

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 06/29/2015                           |                                                    | M                              | 400,000 (1)                                                       | A \$ 1.02                                                                                     | 878,991                                                  | D                                                     |
| Common Stock                    | 06/29/2015                           |                                                    | M                              | 300,000 (2)                                                       | A \$ 2.17                                                                                     | 1,178,991                                                | D                                                     |
| Common Stock                    | 06/29/2015                           |                                                    | F                              | 83,980                                                            | D \$ 12.61                                                                                    | 1,095,011                                                | D                                                     |
| Common Stock                    | 06/29/2015                           |                                                    | F                              | 258,422                                                           | D \$ 12.61                                                                                    | 836,589                                                  | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 20,470                                                   | I ProTechnics II                                      |

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number of Shares                                 |
| Stock Option                               | \$ 9.4                                                 |                                      |                                                    |                                |                                                                                         | 12/22/2005 12/21/2015                                    | Common Stock 20,000                                           |
| Stock Option                               | \$ 1.02                                                | 06/29/2015                           |                                                    | M                              | 400,000                                                                                 | 12/22/2009 12/22/2015                                    | Common Stock 400,000                                          |
| Stock Option                               | \$ 2.17                                                | 06/29/2015                           |                                                    | M                              | 300,000                                                                                 | 11/10/2010 11/10/2016                                    | Common Stock 300,000                                          |
| Stock Option                               | \$ 9.19                                                |                                      |                                                    |                                |                                                                                         | 04/08/2011 04/08/2017                                    | Common Stock 400,000                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                                   |       |
|------------------------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                           | Other |
| CHISHOLM JOHN<br>10603 W. SAM HOUSTON PARKWAY N.<br>SUITE 300<br>HOUSTON, TX 77064 | X             |           | Chairman,<br>President and<br>CEO |       |

## Signatures

/s/ John W. Chisholm 07/01/2015

\*\*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) Exercise of stock options @ \$1.02 per share, pursuant to previously awarded stock option grant.

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(2) Exercise of stock options @ \$2.17 per share, pursuant to previously awarded stock option grant.

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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