

FLOTEK INDUSTRIES INC/CN/
Form 4
May 20, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Hardy Carla S.

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 PKWY
N., SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2014

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

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 | | 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 | (A) or (D) | | | | Price |
| Common Stock | 03/12/2014 | | G | V | 4,450 | D | \$ 0 | 407,639 ⁽²⁾ | I | By Carla Schulz Hardy Revocable Trust ⁽¹⁾ |
| Common Stock | 05/19/2014 | | S | | 62,500 | D | \$ 27.3545 | 345,139 ⁽³⁾ | I | By Carla Schulz Hardy Revocable Trust ⁽¹⁾ |
| | 05/19/2014 | | S | | 47,500 | D | | 276,521 ⁽³⁾ | I | |

| | | | | | | | | | | |
|--------------|--|---------|--|--|--|--|--|--|--|---|
| Common Stock | | \$ | | | | | | | | By Carla S. Hardy Grantor Retained Annuity Trust ⁽¹⁾ |
| | | 27.3531 | | | | | | | | |

| | | | | | | | | | |
|--------------|------------|--|---|-------|---|---------|-----------------------|---|--|
| Common Stock | 05/16/2014 | | A | 4,380 | A | \$ 27.4 | 11,244 ⁽⁴⁾ | D | |
|--------------|------------|--|---|-------|---|---------|-----------------------|---|--|

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hardy Carla S. 10603 W. SAM HOUSTON PKWY N. SUITE 300 HOUSTON, TX 77064 | X | | | |

Signatures

/s/Carla Schultz
Hardy

05/20/2014

**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) Ms. Hardy is a trustee and beneficiary of the named trusts. Ms. Hardy disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.
- (2) Donation of 4,450 shares from the Revocable Trust
- (3) Disposition of 62,500 common shares in revocable trust and 47,500 common shares in grantor retained annuity trust pursuant to a Rule 10b5-1 Trading Plan, at average prices of \$27.3545 and \$27.3531, respectively.
- (4) Award grant of 4,380 shares at \$27.40 per share which vest at next annual stockholders' meeting.

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.