

OIL STATES INTERNATIONAL INC
 Form 4
 August 23, 2005

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 *
 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)
 08/22/2005

____ 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 (A) or (D) Price			
Common Stock	08/22/2005		M	12,577 A \$ 5.2	14,027	D	
Common Stock	08/22/2005		S	12,577 D \$ 30.6028	1,450	D	
Common Stock	08/22/2005		M	18,866 A \$ 6.5	20,316	D	
Common Stock	08/22/2005		S	18,866 D \$ 30.6028	1,450	D	
Common Stock	08/22/2005		M	18,866 A \$ 7.8	20,316	D	

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Common Stock	08/22/2005	S	18,866	D	\$ 30.6028	1,450	D
Common Stock	08/22/2005	M	18,865	A	\$ 9.1	20,315	D
Common Stock	08/22/2005	S	18,865	D	\$ 30.6028	1,450	D
Common Stock	08/22/2005	M	18,865	A	\$ 10.4	20,315	D
Common Stock	08/22/2005	S	18,865	D	\$ 30.6028	1,450	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock (Right to Purchase)	\$ 5.2	08/22/2005		X	(A) 12,577	<u>(1)</u> 08/31/2005	Common Stock	12,577	
Common Stock (Right to Purchase)	\$ 6.5	08/22/2005		X	(A) 18,866	<u>(1)</u> 08/31/2005	Common Stock	18,866	
Common Stock (Right to Purchase)	\$ 7.8	08/22/2005		X	(A) 18,866	<u>(1)</u> 08/31/2005	Common Stock	18,866	
Common Stock (Right to Purchase)	\$ 9.1	08/22/2005		X	(A) 18,865	<u>(1)</u> 08/31/2005	Common Stock	18,865	

Common Stock (Right to Purchase)	\$ 10.4	08/22/2005	X	18,865	<u>(1)</u>	08/31/2005	Common Stock	18,865
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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	08/23/2005
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__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 6/27/2000 that vested in four equal annual instalments beginning 6/27/2001.

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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