

HUGHES HOWARD  
Form 4  
June 19, 2007

**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 \*  
HUGHES HOWARD

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)  
06/15/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Offshore Products

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                    | 06/15/2007                           |  | M                              | 40,000 A \$ 9   | 46,876  | D  |   |
| Common Stock                    | 06/15/2007                           |  | M                              | 32,500 A \$ 8   | 79,376  | D  |   |
| Common Stock                    | 06/15/2007                           |  | S                              | 3,000 D \$ 41.28  | 76,376  | D  |   |
| Common Stock                    | 06/15/2007                           |  | S                              | 2,500 D \$ 41.31  | 73,876  | D  |   |
| Common Stock                    | 06/15/2007                           |  | S                              | 4,500 D \$ 41.26  | 69,376  | D  |   |

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|              |            |   |        |   |          |        |   |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 06/15/2007 | S | 200    | D | \$ 41.34 | 69,176 | D |
| Common Stock | 06/15/2007 | S | 800    | D | \$ 41.38 | 68,376 | D |
| Common Stock | 06/15/2007 | S | 400    | D | \$ 41.42 | 67,976 | D |
| Common Stock | 06/15/2007 | S | 300    | D | \$ 41.37 | 67,676 | D |
| Common Stock | 06/15/2007 | S | 2,800  | D | \$ 41.23 | 64,876 | D |
| Common Stock | 06/15/2007 | S | 23,400 | D | \$ 41.21 | 41,476 | D |
| Common Stock | 06/15/2007 | S | 29,700 | D | \$ 41.19 | 11,776 | D |
| Common Stock | 06/15/2007 | S | 200    | D | \$ 41.24 | 11,576 | D |
| Common Stock | 06/15/2007 | S | 1,500  | D | \$ 41.2  | 10,076 | D |
| Common Stock | 06/15/2007 | S | 100    | D | \$ 41.41 | 9,976  | D |
| Common Stock | 06/15/2007 | S | 200    | D | \$ 41.25 | 9,776  | D |
| Common Stock | 06/15/2007 | S | 100    | D | \$ 41.43 | 9,676  | D |
| Common Stock | 06/15/2007 | S | 300    | D | \$ 41.35 | 9,376  | D |
| Common Stock | 06/15/2007 | S | 500    | D | \$ 41.4  | 8,876  | D |
| Common Stock | 06/15/2007 | S | 2,000  | D | \$ 41.33 | 6,876  | 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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security                     |      |            | or Disposed of (D) (Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---|------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
|   |      |            | Code                                    | V (A) (D) |                  |                 |              |                            |
| Common Stock Option (Right to Purchase) | \$ 9 | 06/15/2007 | M                                       | 40,000    | <u>(1)</u>       | 02/08/2011      | Common Stock | 40,000                     |
| Common Stock Option (Right to Purchase) | \$ 8 | 06/15/2007 | M                                       | 32,500    | <u>(2)</u>       | 02/11/2012      | Common Stock | 32,500                     |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| HUGHES HOWARD<br>333 CLAY STREET<br>SUITE 4620<br>HOUSTON, TX 77002 |               |           | VP Offshore Products |       |

## Signatures

/s/ Robert W. Hampton, pursuant to power of attorney 06/19/2007

\_\_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 annual installments beginning 2/08/2002.
- (2) Award of 2/11/2002 that vested in four annual installments beginning 2/11/2003.

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.