

OIL STATES INTERNATIONAL INC

Form 4

August 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

HOUSTON, TX 77002

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

VP Well Site Services

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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