

KEARNS JOHN P
Form 4
November 13, 2012

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 *
KEARNS JOHN P

2. Issuer Name and Ticker or Trading Symbol
TEAM INC [TISI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 HERMANN DR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. Vice President

ALVIN, TX 77511

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 | (D) | Price |
| Common Stock | 11/09/2012 | | M | | 300 | A | \$ 4.13 |
| | | | | | | | 17,443 |
| Common Stock | 11/09/2012 | | S | | 300 | D | \$ 32.0266 |
| | | | | | | | <u>(1)</u> |
| Common Stock | 11/12/2012 | | M | | 7,700 | A | \$ 4.13 |
| | | | | | | | 24,843 |
| Common Stock | 11/12/2012 | | S | | 7,700 | D | \$ 32.106 |
| | | | | | | | <u>(2)</u> |
| Common Stock | 11/12/2012 | | M | | 16,000 | A | \$ 7.84 |
| | | | | | | | 33,143 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------------|-----------|---|-----------|
| Common Stock | 11/12/2012 | S | 16,000 | D | \$ 32.016 (2) | 17,143 | D | |
| Common Stock | 11/12/2012 | M | 29,872 | A | \$ 9.23 | 47,015 | D | |
| Common Stock | 11/12/2012 | S | 29,872 | D | \$ 32.106 (2) | 17,143 | D | |
| Common Stock | 11/12/2012 | M | 128 | A | \$ 9.23 | 17,271 | D | |
| Common Stock | 11/12/2012 | S | 128 | D | \$ 32.106 (2) | 17,143 | D | |
| Common Stock | 11/12/2012 | M | 20,000 | A | \$ 15.27 | 37,143 | D | |
| Common Stock | 11/12/2012 | S | 20,000 | D | \$ 32.106 (2) | 17,143 | D | |
| Common Stock | | | | | | 6,981 (3) | I | 401K Plan |

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 |
| Iso Stock Options | \$ 4.13 | 11/09/2012 | | M | 300 | (4) | 06/26/2013 | Common Stock | 300 |
| Iso Stock Options | \$ 4.13 | 11/12/2012 | | M | 7,700 | (4) | 06/26/2013 | Common Stock | 7,700 |
| Iso Stock Options | \$ 7.84 | 11/12/2012 | | M | 16,000 | (4) | 06/24/2014 | Common Stock | 16,000 |
| Iso Stock Options | \$ 9.23 | 11/12/2012 | | M | 29,872 | (4) | 08/12/2015 | Common Stock | 29,872 |

| | | | | | | | | |
|------------------------|----------|------------|---|--------|-----|------------|--------------|--------|
| Nq Stock Options | \$ 9.23 | 11/12/2012 | M | 128 | (4) | 08/12/2015 | Common Stock | 128 |
| Nq Stock Options | \$ 15.27 | 11/12/2012 | M | 20,000 | (4) | 10/17/2016 | Common Stock | 20,000 |
| Nq Stock Options | \$ 30.33 | | | | (4) | 10/15/2017 | Common Stock | 24,000 |
| Restricted Stock Units | (5) | | | | (6) | 10/14/2019 | Common Stock | 2,055 |
| Restricted Stock Units | (5) | | | | (7) | 10/15/2020 | Common Stock | 3,362 |
| Restricted Stock Units | (5) | | | | (8) | 10/14/2021 | Common Stock | 4,770 |
| Restricted Stock Units | (5) | | | | (9) | 10/15/2022 | Common Stock | 5,352 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEARNS JOHN P 200 HERMANN DR ALVIN, TX 77511 | | | Sr. Vice President | |

Signatures

/s/ John P.
Kearns

11/13/2012

**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) This transaction was executed in multiple trades at prices ranging from \$32.00 - \$32.36. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) This transaction was executed in multiple trades at prices ranging from \$32.00 - \$32.36. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) Represents estimated shares held in 401K Plan.

(4) Options are fully vested.

(5) Stock Units convert on a 1-for-1 basis into shares of Team Common Stock.

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- (6) Stock Units vest 25% on 10/15/2010, 10/15/2011, 10/15/2012 and 10/15/2013, unless earlier terminated in accordance with the Plan. Stock Units will automatically be converted into shares of Common Stock in accordance with the respective vesting schedule.
- (7) Stock Units vest 25% on 10/15/2011, 10/15/2012, 10/15/2013 and 10/15/2014, unless earlier terminated in accordance with the Plan. Stock Units will automatically be converted into shares of Common Stock in accordance with the respective vesting schedule.
- (8) Stock Units vest 25% on 10/15/2012, 10/15/2013, 10/15/2014, and 10/15/2015, unless earlier terminated in accordance with the Plan. Stock Units will automatically be converted into shares of Common Stock in accordance with the respective vesting schedule.
- (9) Stock Units vest 25% on 10/15/2013, 10/15/2014, 10/15/2015 and 10/15/2016, unless earlier terminated in accordance with the Plan. Stock Units will automatically be converted into shares of Common Stock in accordance with the respective vesting schedule.

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