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OIL STATES INTERNATIONAL INC Form 5 March 31, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

- O Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- O Form 3 Holdings Reported
- O Form 4 Transactions Reported

Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		
Simmons, L. E.		Oil States International, Inc. (OIS)				
(Last) (First) (Middle)	_		_			
	4.	Statement for Month/Year	5.	If Amendment, Date of Original (Month/Year)		
333 Clay Street, Suite 3460	_	December 31, 2002	_			
(Street)		Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Reporting (Check Applicable Line)		
Houston, TX 77002		X Director O 10% Owner		X Form filed by On Reporting Person		
(City) (State) (Zip)	_	Officer (give title below)		0		

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	O	Other (specify below)	Form filed by More than One Reporting Person
* If the form is filed by m	nore than one reporting per	rson, see instruction 4(b)(v).	_

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
	Title of Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	3.	Transaction Date (Month/Day/Year)	3A.	Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. 8)	5.	Number of Securities Acquired ((D) (Instr. 3, 4 a	(A) or Disp	
											(A)	(D)	
	Phantom Stock (1)		1-for-1		(2)				A		2,649		
												_	
_						Page	: 3						

	Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
6.	Date Exercisable and Expiration Date (Month/Day/Year)				Amount of ng Securities and 4)		Price of Derivative Security (Instr. 5)			f Derivative Beneficially End of	10.	Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date		Title	Amount or Number of Shares									
	Immed.	(3)		Common Stock	2,649		(2)			4,844		D		
_														

Explanation of Responses:

- (1) Mr. Simmons serves as Chairman of the Board and President of L.E. Simmons & Associates, Incorporated, the ultimate general partner of SCF-III, L.P. and SCF-IV, L.P. As such, Mr. Simmons may be deemed to have voting and dispositive power over shares of the issuer owned by SCF-III, L.P. and SCF-IV, L.P.
- (2) Acquired on various dates in 2002 pursuant to issuer's deferred compensation plan, at prices ranging from \$7.94 to \$12.94 per share.

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- (3) Deemed investment in shares of common stock are payable in cash upon the reporting person's discontinued service on the Board of Directors, with the issuer.
- (4) Signed by Robert W. Hampton, pursuant to a power of attorney.

L.E. Simmons (4)	March 28, 2003				
**Signature of Reporting Person	Date				

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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