

SLATOR SANDY  
Form 4  
June 23, 2006

**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)  
06/23/2006

\_\_\_\_ 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 or Price		
Common Stock	06/23/2006		M		50,000 A \$ 9	51,450	D
Common Stock	06/23/2006		M		32,500 A \$ 8	83,950	D
Common Stock	06/23/2006		M		22,500 A \$ 11.49	106,450	D
Common Stock	06/23/2006		M		15,000 A \$ 13.7	121,450	D
Common Stock	06/23/2006		M		3,750 A \$ 21.08	125,200	D

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Common Stock      03/31/2006      J(7)      1,087      D      \$ 0      124,113      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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Common Stock (Right to Purchase)	\$ 9	06/23/2006		X		50,000		<u>(1)</u>	02/08/2011	Common Stock	50,000
Common Stock (Right to Purchase)	\$ 8	06/23/2006		X		32,500		<u>(2)</u>	02/11/2012	Common Stock	32,500
Common Stock (Right to Purchase)	\$ 11.49	06/23/2006		X		22,500		<u>(3)</u>	02/25/2013	Common Stock	22,500
Common Stock (Right to Purchase)	\$ 13.7	06/23/2006		X		15,000		<u>(4)</u>	02/26/2010	Common Stock	15,000
Common Stock (Right to Purchase)	\$ 21.08	06/23/2006		X		3,750		<u>(5)</u>	02/24/2011	Common Stock	3,750
Common Stock (Right to Purchase)	\$ 0	03/31/2006		<u>J(6)</u>		33,750		<u>(6)</u>	03/31/2006	Common Stock	33,750

## 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

06/23/2006

\_\_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 equal annual installments beginning 2/8/2002.
- (2) Award of 2/11/2002 that vested in four equal annual installments beginning 2/11/2003.
- (3) Award of 2/25/2003 that vest in four equal annual installments beginning 2/25/2004.
- (4) Award of 2/26/2004 that vest in four equal annual installments beginning 2/26/2005.
- (5) Award of 2/24/2005 that vest in four equal annual installments beginning 2/24/2006.
- (6) Options cancelled upon Mr.Slator's retirement effective March 31, 2006. Options had various expiration dates.
- (7) Restricted stock award shares cancelled upon Mr.Slator's retirement effective March 31, 2006.

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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