

WILSON RICHARD O

Form 5

February 14, 2013

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
Number: 3235-0362
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2005
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1. Name and Address of Reporting Person *
WILSON RICHARD O

(Last) (First) (Middle)

10603 W. SAM HOUSTON PKWY.
N, SUITE 300

(Street)

HOUSTON, TX 77064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
FLOTEK INDUSTRIES INC/CN/
[FTK]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/18/2012	Â	J	Amount (D) Price 479 D \$ 10.43	135,352	D	Â

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

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contained in this form are not required to respond unless
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SEC 2270
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)		8.
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 9.4	Â	Â	Â	Â	Â	12/22/2005	12/21/2015	Common Stock	20,000	
Stock Option	\$ 22.37	Â	Â	Â	Â	Â	05/18/2008	05/17/2013	Common Stock	7,800	
Stock Option	\$ 22.75	Â	Â	Â	Â	Â	03/28/2009	03/27/2014	Common Stock	4,628	
Stock Option	\$ 2.51	Â	Â	Â	Â	Â	02/16/2010	02/15/2015	Common Stock	26,668	
Stock Option	\$ 1.57	Â	Â	Â	Â	Â	08/23/2011	08/22/2016	Common Stock	31,847	
Stock Option	\$ 8.29	Â	Â	Â	Â	Â	05/31/2012	05/18/2017	Common Stock	9,047	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON RICHARD O 10603 W. SAM HOUSTON PKWY. N SUITE 300 HOUSTON, TX 77064	Â X	Â	Â	Â

Signatures

Richard O.
Wilson

02/14/2013

__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).

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Remarks:

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To correct a calculation overstatement in the number of shares of a restricted stock award.

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