

FLOTEK INDUSTRIES INC/CN/
Form 4
February 18, 2009

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 *
ZIEGLER WILLIAM R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

2930 W. SAM HOUSTON PKWY.
N

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2009

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

HOUSTON, TX US 77043

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					434,156	D	
Restricted Stock Award	02/16/2009		A		14,344 (1)	A	\$ 0 448,500

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

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(9-02)

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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
Stock Option	\$ 0.3					05/22/2003	05/21/2013	Common	100,000
Stock Option	\$ 2.3					12/23/2004	12/22/2014	Common	49,332
Stock Option	\$ 9.4					12/22/2005	12/21/2015	Common	20,000
Stock Option	\$ 22.37					05/18/2008	05/17/2013	Common	7,800
Stock Option	\$ 22.75					03/28/2009	03/27/2014	Common	4,628
Stock Option	\$ 2.51	02/16/2009		A	26,668	02/16/2010	02/15/2015	Common	26,668

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ZIEGLER WILLIAM R
2930 W. SAM HOUSTON PKWY. N X
HOUSTON, TX US 77043

Signatures

s/s William R.

Ziegler 02/18/2009

**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) The stock award in Table 1 is vested 25% each year on anniversary date.

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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