Dodson Bradley J Form 4 January 20, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

may continue. See Instruction 1(b).

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 *

Dodson Bradley J Issuer Symbol OIL STATES INTERNATIONAL, (Check all applicable) INC [OIS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title . _ Other (specify (Month/Day/Year) below) 333 CLAY STREET, SUITE 4620 01/18/2012 Senior VP - CFO & Treasurer

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original

(7:m)

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

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January 31,

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response...

HOUSTON, TX 77002

(State)

(C:tr.)

(City)	(State)	Tabl	e I - Non-D	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			d of (D)	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)
Common Stock	01/18/2012		M	5,000	A	\$ 28.98	50,363	D	
Common Stock	01/18/2012		S(1)	5,000	D	\$ 80.03 (3)	45,363	D	

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

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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. Transactic Code (Instr. 8)	5. Number on 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
Common Stock (Right to Purchase)	\$ 28.98	01/18/2012		M	5,000	(2)	02/16/2013	Common Stock	5,000

 \mathbf{D}

Reporting Owners

Reporting Owner Name / Address	Kelationships						
• 0	Director	10% Owner	Officer	Other			
Dodson Bradley J			Senior VP -				
333 CLAY STREET, SUITE 4620			CFO &				
HOUSTON, TX 77002			Treasurer				

Signatures

Cindy B. Taylor, pursuant to power of attorney 01/20/2012

**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) The sale reported in this Form 4 was effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on December 30, 2011.
- (2) Common stock option grant of 02/16/2007 that vested equally over the four year period beginning 02/16/2008 and expires 02/16/2013.
- (3) Stock sold with a weighted average of \$80.03 including prices ranging from \$80.00 to \$80.10.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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