

OIL STATES INTERNATIONAL, INC
 Form 4
 August 27, 2007

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 *
 HAMPTON ROBERT WESLEY

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)
 08/23/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr.VP Accounting & Corp. Sec.

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 | 08/24/2007 | | G | | 688 \$ 0 | D | |
| Common Stock | 08/24/2007 | | J ⁽¹⁾ | | 172 \$ 41.1 | D | |
| Common Stock | 08/24/2007 | | M | | 10,000 \$ 8 | D | |
| Common Stock | 08/24/2007 | | S | | 200 \$ 41.41 | D | |
| Common Stock | 08/24/2007 | | S | | 6,100 \$ 41.4 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 08/24/2007 | S | 900 | D | \$ 41.46 | 11,316 | D |
| Common Stock | 08/24/2007 | S | 300 | D | \$ 41.48 | 11,016 | D |
| Common Stock | 08/24/2007 | S | 400 | D | \$ 41.5 | 10,616 | D |
| Common Stock | 08/24/2007 | S | 900 | D | \$ 41.45 | 9,716 | D |
| Common Stock | 08/24/2007 | S | 400 | D | \$ 41.47 | 9,316 | D |
| Common Stock | 08/24/2007 | S | 500 | D | \$ 41.49 | 8,816 | D |
| Common Stock | 08/24/2007 | S | 200 | D | \$ 41.53 | 8,616 | D |
| Common Stock | 08/24/2007 | S | 100 | D | \$ 41.51 | 8,516 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option (Right to Purchase) | \$ 8 | 08/24/2007 | | M | 10,000 | (2) | 02/11/2012 | Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

HAMPTON ROBERT WESLEY
333 CLAY STREET
SUITE 4620
HOUSTON, TX 77002

Sr.VP Accounting & Corp. Sec.

Signatures

Robert W.
Hampton 08/27/2007

__Signature of Date
Reporting Person

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) Non deductible portion of contribution to a university.
- (2) Award of 2/11/2002 that vested in four annual installments beginning 2/11/2003.

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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