#### TAYLOR CINDY B

Form 4

December 05, 2005

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to

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

Expires: Estimated average

Section 16. Form 4 or Form 5

obligations

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 may continue.

burden hours per response...

**OMB APPROVAL** 

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TAYLOR CINDY B			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) 333 CLAY ST	(First) REET, SUI	(Middle) ΓΕ 4620	3. Date of Earliest Transaction (Month/Day/Year) 12/02/2005	Director 10% Owner Selfow) Other (specify below) Sr.VP and CFO, Treasurer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
HOUSTON, TX 77002				Person			

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securit		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Monun/Day/Tear)	any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)
					(A) or		Reported Transaction(s)	(Instr. 4)	
_			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	12/02/2005		M	18,750	A	\$ 13.7	24,500	D	
Common Stock	12/02/2005		S	18,750	D	\$ 34.02	5,750	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Common Stock Options (Right to Purchase)	\$ 13.7	12/02/2005		X	18,750	02/26/2005(1)	02/26/2010	Common Stock	18,7:

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TAYLOR CINDY B 333 CLAY STREET SUITE 4620 HOUSTON, TX 77002

Sr. VP and CFO, Treasurer

## **Signatures**

/s/ Robert W. Hampton pursuant to power of attorney

12/05/2005

\*\*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 2/26/2004 that vests in four annual installments beginning 2/26/2005.

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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