

TEAM INC  
Form 4  
October 17, 2012

**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 \*  
**HAWK PHILIP J**

(Last) (First) (Middle)  
  
200 HERMANN DR  
  
(Street)

ALVIN, TX 77511

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TEAM INC [TISI]**

3. Date of Earliest Transaction (Month/Day/Year)  
**10/15/2012**

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)  
**CEO**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	10/15/2012		M		5,034	A	\$ 0
Common Stock <sup>(1)</sup>	10/15/2012		M		5,599	A	\$ 0
Common Stock <sup>(1)</sup>	10/15/2012		M		4,578	A	\$ 0
Common Stock <sup>(1)</sup>	10/15/2012		M		4,385	A	\$ 0
Common Stock	10/16/2012		S		30,000	D	\$ 32.71
							<sup>(2)</sup>

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

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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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(3)	10/15/2012		A		19,003	(4)	10/15/2022	Common Stock	19,003
Restricted Stock Units	(3)	10/15/2012		M		5,034	(5)	10/15/2018	Common Stock	5,034
Restricted Stock Units	(6)	10/15/2012		F		1,811	(6)	10/15/2018	Common Stock	1,811
Restricted Stock Units	(3)	10/15/2012		M		5,599	(7)	10/14/2019	Common Stock	5,599
Restricted Stock Units	(6)	10/15/2012		F		2,014	(6)	10/14/2019	Common Stock	2,014
Restricted Stock Units	(3)	10/15/2012		M		4,578	(8)	10/15/2020	Common Stock	4,578
Restricted Stock Units	(6)	10/15/2012		F		1,647	(6)	10/15/2020	Common Stock	1,647
Restricted Stock Units	(3)	10/15/2012		M		4,385	(9)	10/14/2021	Common Stock	4,385
Restricted Stock Units	(6)	10/15/2012		F		1,577	(6)	10/14/2021	Common Stock	1,577
Nq Stock Options	\$ 30.33						(10)	10/15/2017	Common Stock	120,000

Nq Stock Options	\$ 15.27	(10)	10/17/2016	Common Stock	120,000
Nq Stock Options	\$ 13.28	(10)	01/17/2016	Common Stock	100,000
Nq Stock Options	\$ 9.63	(10)	08/17/2015	Common Stock	46,000
Nq Stock Options	\$ 9.23	(10)	08/12/2015	Common Stock	40,000
Iso Stock Options	\$ 9.43	(10)	05/13/2015	Common Stock	4,000
Iso Stock Options	\$ 9.57	(10)	05/12/2015	Common Stock	10,000
Iso Stock Options	\$ 9.69	(10)	05/11/2015	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWK PHILIP J 200 HERMANN DR ALVIN, TX 77511	X		CEO	

## Signatures

/s/ Philip J. Hawk  
10/17/2012

\*\*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) Represents vesting of restricted Stock Units and conversion to Team Common Stock.  
This transaction was executed in multiple trades at prices ranging from \$32.50 to \$33.04. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Stock Units convert on a 1-for-1 basis into shares of Team Common Stock.  
Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2013, 10/15/2014, 10/15/2015 and 10/15/2016, unless earlier terminated in accordance with the Plan. Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.
- (3) Stock Units convert on a 1-for-1 basis into shares of Team Common Stock.  
Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/14/2009, 10/14/2010, 10/14/2011 and 10/15/2012, unless earlier terminated in accordance with the Plan. Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.

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- (6) Represents the portion of Stock Units withheld for income taxes prior to settlement in Common Stock.
- Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2010, 10/15/2011, 10/15/2012 and 10/15/2013, unless earlier terminated in accordance with the Plan.
- (7) Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.
- Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2011, 10/15/2012, 10/15/2013 and 10/15/2014, unless earlier terminated in accordance with the Plan.
- (8) Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.
- Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2012, 10/15/2013, 10/15/2014 and 10/15/2015, unless earlier terminated in accordance with the Plan.
- (9) Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.
- (10) Options are fully vested.

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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