

TEAM INC  
Form 4  
December 09, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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)

13131 DAIRY ASHFORD, SUITE 600

(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/07/2016

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)

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 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                    | 12/07/2016                           |  | M                              | 40,000 A \$ 30.33   | 173,140   | D  |   |
| Common Stock                    | 12/07/2016                           |  | S                              | 40,000 D \$ 35.135 (1)  | 133,140   | D  |   |
| Common Stock                    | 12/07/2016                           |  | G V                            | 25,000 D \$ 0 (2)   | 108,140   | D  |   |
| Common Stock                    | 12/08/2016                           |  | M                              | 20,000 A \$ 30.33   | 128,140   | D  |   |
| Common Stock                    | 12/08/2016                           |  | S                              | 20,000 D \$ 36.3714 (3)                                       | 108,140   | D  |   |

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Common Stock 50,850 I Family Ltd Partnership

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. 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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Nq Stock Options                           | \$ 30.33   | 12/07/2016                           |  | M                              | 40,000  | (4) 10/15/2017   | Common Stock  | 40,000                     |                            |
| Nq Stock Options                           | \$ 30.33   | 12/08/2016                           |  | M                              | 20,000  | (4) 10/15/2017   | Common Stock  | 20,000                     |                            |
| Restricted Stock Units                     | (5)  |                                      |  |                                |   | (6) 10/15/2025   | Common Stock  | 6,444                      |                            |
| Restricted Stock Units                     | (5)  |                                      |  |                                |   | (7) 10/15/2024   | Common Stock  | 5,222                      |                            |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAWK PHILIP J  
13131 DAIRY ASHFORD, SUITE 600 X  
SUGAR LAND, TX 77478

Signatures

/s/ Philip J. Hawk 12/08/2016

\*\*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) This transaction was executed in multiple trades at prices ranging from \$35.00 to \$35.45. 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) Reporting person made a gift of Team, Inc. shares to a charitable organization.

(3) This transaction was executed in multiple trades at prices ranging from \$36.15 to \$36.70. 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.

(4) Options are fully vested.

(5) Stock Units convert on a 1-for-1 basis into shares of Team Common Stock.

(6) Stock Units vest 25% on 10/15/2016, 10/15/2017, 10/15/2018 and 10/15/2019, unless earlier terminated in accordance with the Plan. Stock Units will automatically be converted into shares of Common Stock in accordance with the respective vesting schedule.

(7) Stock Units vest 25% on 11/4/2015, 10/15/2016, 10/15/2017 and 10/15/2018, unless earlier terminated in accordance with the Plan. Stock Units will automatically be converted into shares of Common Stock in accordance with the respective vesting schedule.

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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