Frank's International N.V.

Form 4

February 25, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Walker William John Issuer Symbol Frank's International N.V. [FI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 10260 WESTHEIMER RD. 02/23/2016 below) EVP, Operations (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77042 Person (City) (State) (Zip) Table I. Non-Derivative Securities Acquired Disposed of or Reneficially O

(,)	()	Table	: 1 - Non-D	erivative S	ecurit	ies Acq	uirea, Disposea oi	, 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. Transactio Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4)	posed	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
stock, par value Euro 0.01 per share	02/23/2016		M	20,032	A	(1)	58,113	D	
Common stock, par value Euro 0.01 per share	02/23/2016		F	5,661 (2)	D	\$ 13.5	52,452	D	

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 iorDerivative 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 Share
Restricted Stock Unit	<u>(1)</u>	02/23/2016		M		20,032	(3)	(3)	Common Stock	20,032
Restricted Stock Unit	<u>(5)</u>	02/23/2016		A	37,037		<u>(6)</u>	<u>(6)</u>	Common	37,037

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Walker William John 10260 WESTHEIMER RD.

HOUSTON, TX 77042

EVP, Operations

Signatures

/s/ William John Walker, by Joshua K. Hancock, as Attorney-in-Fact

02/25/2016

**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) Restricted stock units ("RSUs") convert into common stock on a one-for-one basis.
 - In connection with the vesting of shares of RSUs pursuant to the Frank's International N.V. 2013 Long-Term Incentive Plan, Frank's International N.V. (the "Issuer") withheld vested shares to satisfy tax withholding obligations. The number of vested shares withheld was
- (2) based on the closing price per share on February 22, 2016. The withholding of vested shares pursuant to this award was approved by the Board of Supervisory Directors of the Issuer, and the number of shares indicated in this Form 4 was acquired as treasury stock by the Issuer.
- (3) On February 23, 2015, the reporting person was granted 60,096 RSUs, vesting ratably in three annual installments beginning on February 23, 2016.
- (4) Also consists of 68,182 RSUs that will vest 33% on August 14, 2016, with the remaining 67% vesting on March 31, 2017.

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- (5) Each RSU represents a contingent right to receive, upon vesting, one share of common stock, par value Euro \$0.01 per share, of the Issuer.
- (6) The 37,037 RSUs reported on this Form 4 will vest ratably in three annual installments beginning on February 23, 2017.

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.