

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>TAYLOR CINDY B</u>  (Last) (First) (Middle) THREE ALLEN CENTER 333 CLAY STREET, SUITE 4620  (Street) HOUSTON TX 77002  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OIL STATES INTERNATIONAL, INC [ OIS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
1.50% Convertible Senior Note <sup>(1)</sup>	\$44.89 <sup>(1)</sup>	05/05/2020		P	1,000		02/15/2023 <sup>(2)</sup>	(2)	Common Stock	22,274.8 <sup>(3)</sup>	\$400.92 <sup>(4)</sup>	22,274.8 <sup>(3)</sup>	D	

**Explanation of Responses:**

- The 1.50% Convertible Senior Notes (the "Notes") may be converted at the Insider's election (subject to restrictions) to shares of the Issuer's Common Stock (or the cash equivalent, at the Issuer's election), at a rate of 22.2748 shares of the Issuer's Common Stock per \$1,000 of Notes, which results in an initial conversion price of \$44.89. The conversion rate and price may be adjusted under certain circumstances as described in an Indenture dated January 30, 2018 between the Issuer and Wells Fargo Bank, National Association as trustee (filed as Exhibit 4.1 to the Issuer's Form 8-K dated February 2, 2018)(the "Indenture"), up to 30.6278 shares per \$1,000 of Notes. The Conversion rate and price is also subject to customary anti-dilution adjustments, including stock splits, dividends, recapitalizations or similar events. The Notes bear interest at a rate of 1.50% per year until maturity, and interest is payable semi-annually in arrears on February 15 and August 15 of each year.
- The date reflected here is the maturity date of the Notes, but the Notes may be converted by the Insider prior to this date pursuant to certain events set forth in the Indenture. The Notes do not have an expiration date.
- The conversion rate is currently 22.2748 shares of the Issuer's Common Stock per \$1,000 of Notes, but the conversion rate is subject to adjustments as described above.
- The price of each Note was determined by multiplying the principal amount (\$1,000,000) by 39.75% of par, and adding \$3,416.67 of interest to the purchase amount for a total of \$400,916.67. The total was then divided by 1,000.

**Remarks:**

Lloyd A. Hajdik, pursuant to power of attorney      05/07/2020

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.