

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

☐ 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***

Slator, Sandy

(Last) (First) (Middle)

333 Clay Street, Suite 3460

(Street)

Houston, Texas 77002

(City) (State) (Zip)

**2. Issuer Name and Ticker or Trading
Symbol**

Oil States International, Inc. - OIS (NYSE)

4. Statement for Month/Day/Year

February 25, 2003

**6. Relationship of Reporting Person(s)
to Issuer (Check All Applicable)**

☐ Director ☐ 10% Owner

☒ Officer (give title below)

☐ Other (specify below)

President, PTI Group, Inc., a subsidiary
of Oil States International, Inc.

**3. I.R.S. Identification Number of Reporting
Person, if an entity (Voluntary)**

**5. If Amendment, Date of Original
(Month/Day/Year)**

**7. Individual or Joint/Group Filing
(Check Applicable Line)**

☒ Form Filed by One Reporting Person

☐ Form Filed by More than One Reporting
Person

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).

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1.	Title of Derivative Security <i>(Instr. 3)</i>	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction Date <i>(Month/Day/Year)</i>	3A.	Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4.	Transaction Code <i>(Instr. 8)</i>	5.	Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
									Code	V	(A)	(D)
Stock Option (right to buy)					2/25/2003			A		30,000		

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

Explanation of Responses:

(1) The option vests in four equal installments beginning on February 25, 2004

(2) Signed pursuant to power of attorney

/s/ Robert W. Hampton (2)

March 25, 2003

****Signature of Reporting Person**

Date _____

** 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.