LAMBERT MARTIN Form 4 April 21, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 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 Ac Person* (Last	-	. 0	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Person, if an entity (Number of Reporting Voluntary)		
	Lambert, Mar	tin			Oil States International, Inc OIS (NYSE)					
				4.	Statement for (Month/Day/Year)	5.	If Amendment, Date of Original (<i>Month/Day/Year</i>)			
	333 Clay Stree	et, Suite 3460)		April 18, 2003					
		(Street)		6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/C (Check Applicable Lir	or Joint/Group Filing <pre>plicable Line)</pre>		
	Houston, TX	77002			X Director O 10% Owner		X	Form filed by One Reporting Person		
	(City)	(State)	(Zip)		O Officer (give title below)		0	Form filed by More than One Reporting		
					O Other (specify below)			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).

1. Title of Security (Instr. 3)		Transaction Date (Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transaction4. Code (Instr. 8)	Securitie Acquire or Dispo (Instr. 3,	d (A) sed of	(D)	Amount of Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
						Code V	Amount	(A) or (D)	Price				
	_				_		_	_				_	
	_				_							_	

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

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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 D Security (Instr. 3)	Derivative	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 (<i>Instr.</i> 8)	 Number of Securities Acquired (A (D) (Instr. 3, 4 a	A) or Disp	-
								Code V	(A)	(D)	
Phantom	Stock (1)	1-for-1		04/18/03				А	1,159		
					Page	23					

Date Exercian Expiration I (Month/Day/	Date	of Uno Securi	and Amount lerlying ities 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficia Ownershi (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
immed	(2)	Comm Stock	on 1,159	\$10.35	6,897		D		
									_

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

Explanation of Responses:

⁽¹⁾ Acquired pursuant to issuer's deferred compensation plan.

⁽²⁾ Deemed investments in share of common stock are payable in cash upon the reporting person's termination of employment with the issuer.

⁽³⁾ Signed by Robert W. Hampton, pursuant to a power of attorney.

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Martin Lambert (3)

April 21, 2003

**Signature of Reporting Person Date

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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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).