

OIL STATES INTERNATIONAL, INC

Form SC 13G/A

February 14, 2007

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Oil States International, Inc.
(Name of the Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

678026-10-5

(CUSIP Number)

February 14, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that Section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 678026-10-5

NAMES OF REPORTING PERSONS:

1

SCF-III, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 678026-10-5

NAMES OF REPORTING PERSONS:

1

SCF-II, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

234,290

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

234,290

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

234,290

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 678026-10.5

NAMES OF REPORTING PERSONS:

1

SCF-IV, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

- (a)
- (b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 678026-10-5

NAMES OF REPORTING PERSONS:

1

SCF-IV, G.P., Limited Partnership

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

- (a)
- (b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 678026-10-5

NAMES OF REPORTING PERSONS:

1 L. E. Simmons & Associates, Incorporated

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
Delaware

SOLE VOTING POWER:

5
NUMBER OF 0

SHARED VOTING POWER:

6
SHARES BENEFICIALLY OWNED BY 237,429

SOLE DISPOSITIVE POWER:

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8
WITH: 237,429

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9
237,429

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

CUSIP No. 678026-10-5

NAMES OF REPORTING PERSONS:

1

L. E. Simmons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

- (a)
- (b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

United States

SOLE VOTING POWER:

5

NUMBER OF 235,816

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

301,771

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

235,816

SHARED DISPOSITIVE POWER:

WITH: 8

301,771

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

537,587

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

1.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

Item 1.

(a) Name of Issuer: Oil States International, Inc.

(b) Address of Issuer's Principal Executive Offices: Three Allen Center
333 Clay Street
Suite 4620
Houston, Texas 77002

Item 2.

(a) This Schedule is filed by: (i) L.E. Simmons, with respect to the shares of Common Stock directly owned by him, SCF-II, L.P., L.E. Simmons & Associates, Incorporated, and LESFP, LTD; (ii) L.E. Simmons & Associates, Incorporated, with respect to the shares of Common Stock directly owned by it and SCF-II, L.P.; (iii) SCF-II, L.P., with respect to the shares of Common Stock directly owned by it; (iv) SCF-IV, G.P., Limited Partnership, with respect to the shares of Common Stock directly owned by SCF-IV, L.P.; (v) SCF-III, L.P., with respect to the shares of Common Stock directly owned by it; and (vi) SCF-IV L.P., with respect to the shares of Common Stock directly owned by it.

(b) The address of the principal business office of the parties referred to in paragraph (a) of this Item 2 is 600 Travis, Suite 6600, Houston, Texas 77002.

(c) L.E. Simmons is a United States citizen. L.E. Simmons & Associates, Incorporated is a corporation organized under the laws of the State of Delaware. SCF-III, L.P., SCF-IV, L.P., SCF-II, L.P., and SCF-IV, G.P., Limited Partnership are limited partnerships organized under the laws of the State of Delaware.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 678026-10-5

Item 3. If this statement is filed pursuant to §240.13d-1(b) or §240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in section 3(a)(6) of the Act.
- (c) Insurance company as defined in section 3(a)(19) of the Act.
- (d) Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

A. SCF-III, L.P.

(a) Amount Beneficially Owned: 0

(b) Percent of Class: 0.0%³

(c) Number of shares as to which the person has:

8

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 0

B. SCF-II, L.P.

- (a) Amount Beneficially Owned: 234,290
- (b) Percent of Class: 0.5%³
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 234,290
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 234,290

C. SCF-IV, L.P.

- (a) Amount Beneficially Owned: 0
- (b) Percent of Class: 0.0%³
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 0

D. SCF-IV, G.P., Limited Partnership

- (a) Amount Beneficially Owned: 0
- (b) Percent of Class: 0.0%³
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 0

E. L.E. Simmons & Associates, Incorporated¹

- (a) Amount Beneficially Owned: 237,429
- (b) Percent of Class: 0.5%³
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 237,429
 - (iii) sole power to dispose or to direct the disposition of: 0
 - (iv) shared power to dispose or to direct the disposition of: 237,429

F. L.E. Simmons²

- (a) Amount Beneficially Owned: 537,587
- (b) Percent of Class: 1.1%³
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: 235,816
 - (ii) shared power to vote or to direct the vote: 301,771
 - (iii) sole power to dispose or to direct the disposition of: 235,816
 - (iv) shared power to dispose or to direct the disposition of: 301,771

- 1. Includes
234,290 shares
of Common
Stock owned
directly by
SCF-II, L.P.
L.E. Simmons
& Associates,
Incorporated,
the general
partner of
SCF-II, L.P.,
has the power to
direct the affairs
of SCF-II, L.P.,
including
decisions
respecting the
voting and
disposition of
the shares of
Common Stock

of Oil States
International,
Inc. held by
SCF-II, L.P.

2. Includes
 - (i) 234,290
shares of
Common Stock
owned directly
by SCF-II, L.P.,
 - (ii) 3,139 shares
of Common
Stock owned
directly by L.E.
Simmons &
Associates,
Incorporated,
 - (iii) 235,816
shares of
Common Stock
owned directly
by L.E.
Simmons, and
 - (iv) 64,342
shares of
Common Stock
owned directly
by LESFP,
LTD, a
Delaware
limited
partnership
controlled by
L.E. Simmons.
L.E. Simmons is
the President
and sole
stockholder of
L.E. Simmons
& Associates,
Incorporated
and in that
capacity may be
deemed to
beneficially own
all of the
securities of Oil
States
International,
Inc. beneficially

owned by L.E.
Simmons &
Associates,
Incorporated.

3. For purposes of calculating the percentage ownership of the class of Common Stock, the number of shares outstanding of the Issuer's Common Stock is 49,581,940 as of October 20, 2006.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2007

SCF-III, L.P.

By: SCF-II, L.P.

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

SCF-II, L.P.

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

SCF-IV, L.P.

By: SCF-IV, G.P., Limited Partnership

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

SCF-IV, G.P., Limited Partnership

By: L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

L.E. Simmons & Associates, Incorporated

By: /s/ Anthony DeLuca

Anthony DeLuca, Managing Director

L.E. Simmons

/s/ L.E. Simmons

L.E. Simmons, individually

EXHIBIT INDEX

1. Joint Filing Agreement dated February 17, 2004 by and among SCF-III, L.P., SCF-II, L.P., SCF-IV, L.P., SCF-IV, G.P., Limited Partnership, L.E. Simmons and Associates, Incorporated, and L.E. Simmons

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