

FLOTEK INDUSTRIES INC/CN/
Form 5
February 17, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DUMAS JERRY D SR

2. Issuer Name and Ticker or Trading Symbol
FLOTEK INDUSTRIES INC/CN/
[FTK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Chairman

2930 W. SAM HOUSTON
PARKWAY N., STE. 300

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77043

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|----------|--|--|-----------------------------------|
| | | | | (A) Amount | or (D) | Price | | | |
| Common Stock | 12/21/2006 | Â | G ⁽¹⁾ | 2,000 | D | \$ 0 | 18,096 ⁽⁵⁾ | I | Saxton River Corporation |
| Common Stock | 10/17/2007 | Â | G ⁽¹⁾ | 1,000 | D | \$ 0 | 18,096 ⁽²⁾ | I | Saxton River Corporation |
| Common Stock | 08/10/2007 | Â | S4 ⁽³⁾ | 8,000 | D | \$ 32.75 | 504,376 ⁽⁴⁾ | D | Â |

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

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SEC 2270
(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 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUMAS JERRY D SR 2930 W. SAM HOUSTON PARKWAY N., STE. 300 HOUSTON, TX 77043 | X | A | A CEO & Chairman | A |

Signatures

/s/ Jerry D. Dumas, Sr. 02/17/2009

**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) This transaction was not previously reported on a Form 5.
As a result of typographical and mathematical errors in prior filings on Forms 3,4 and/or 5, the total amount of securities indirectly owned beneficially by the reporting person was misstated in certain prior filings. Upon the filing of this Form 5, all prior transactions have been reported and the number of shares indirectly owned beneficially by the reporting person are correctly stated in this Form 5. At the end of the Issuer's fiscal year, the reporting person had total indirect ownership of 44,096 shares, consisting of 18,096 held by Saxton River Corporation and 26,000 held by Dora Tes Basileas Foundation.
- (3) This transaction was not previously reported on a Form 4.
As a result of typographical and mathematical errors in prior filings on Forms 3,4 and/or 5, the total amount of securities directly owned beneficially by the reporting person was misstated in certain prior filings. Upon the filing of this Form 5, all prior transactions have been reported and the number of shares directly owned beneficially by the reporting person are correctly stated in this Form 5.

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(5) See following entry.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.