

FLOTEK INDUSTRIES INC/CN/
Form 4
August 24, 2009

FORM 4

**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).

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

(Print or Type Responses)

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)
2930 W. SAM HOUSTON PKWY.
N STE. 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2009

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

HOUSTON, TX 77043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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)
Common Stock				(A) Code V	591,354	D	
Common Stock				(A) Code V	18,096	I	Saxton River Corporation
Common Stock				(A) Code V	26,000	I	Dora Tes Foundation

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

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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 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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount
Stock Option	\$ 9.4					09/21/2005	09/20/2014	Common Stock	130,000
Stock Option	\$ 2.125					12/10/2005	12/09/2014	Common Stock	66,000
Stock Option	\$ 13.805					03/13/2008	03/12/2013	Common Stock	54,000
Stock Option	\$ 22.37					05/18/2008	05/17/2013	Common Stock	66,000
Stock Option	\$ 22.75					03/28/2009	03/27/2014	Common Stock	27,000
Stock Option	\$ 2.51					02/16/2010	02/15/2015	Common Stock	200,000
Preferred Stock ⁽¹⁾	\$ 2.3	08/12/2009		P	86,956	08/12/2009	<u>(7)</u>	Common Stock	86,956
Exercisable Warrants ⁽²⁾	\$ 2.31	08/12/2009		P	31,000	08/12/2009	08/11/2014	Common Stock	31,000
Contingent Warrants ⁽³⁾	\$ 2.45	08/12/2009		P	100,000	<u>(4)</u>	<u>(5)</u>	Common Stock	100,000

Reporting Owners

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

Signatures

Jerry D. Dumas,
Sr.

08/24/2009

 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) The Series A Cumulative Convertible Preferred Stock is convertible into 434.782 shares of Common Stock per share of Preferred Stock.
- (2) The Exercisable Warrants are exercisable into shares of Common Stock at an exercise price of \$2.31 per share.
- (3) The Contingent Warrants are exercisable into shares of Common Stock at an exercise price of \$2.45 per share.
- (4) The Contingent Warrants are exercisable on or after the date the stockholders approve the Contingent Warrants and the amendment to the Certificate of Incorporation of the Company to increase the number of authorized shares of Common Stock.
- (5) The Contingent Warrants expire on or after the earlier of (1) 5:00 p.m. Eastern time on the date the Company obtains stockholder approval as described in footnote (4) above or (2) 5:00 p.m. Eastern time on October 11, 2017.
- (6) The Warrants were acquired in connection with the purchase of units comprised of the Preferred Stock, exercisable warrants and contingent warrants, for a purchase price of \$1,000.00 per unit.
- (7) The Preferred Stock is perpetual and has no expiration 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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