

CHISHOLM JOHN  
Form 4  
October 09, 2008

**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 \*  
CHISHOLM JOHN

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. Date of Earliest Transaction (Month/Day/Year)  
10/06/2008

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

539 GREEN ISLE BEACH

(Street)

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

MONTGOMERY, TX US 77369

(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)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	10/06/2008		S		130,316	D	6.44 (1)
Common Stock	10/06/2005		S		1,200	D	\$ 7.35
Common Stock	10/07/2008		S		46,853	D	\$ 6.44 (2)
Common Stock	10/07/2008		S		6,547	D	\$ 98,451 6.09

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					(3)			
					\$			
Common Stock	10/08/2005		S	29,430	D	5.13	69,021	D
						(4)		
Common Stock							20,470	I
								Protechnics II

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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. P Der Sec (Ins	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options	\$ 2.3					12/23/2004	12/23/2014	Common	332
Stock Options	\$ 9.4					12/22/2005	12/21/2015	Common	20,000
Stock Options	\$ 22.37					05/18/2008	05/17/2013	Common	7,800
Stock Options	\$ 22.75					03/28/2009	03/27/2012	Common	4,328

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHISHOLM JOHN 539 GREEN ISLE BEACH MONTGOMERY, TX US 77369		X		

## Signatures

/s/John W.  
Chisholm

10/08/2008

\_\_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) Reflects the weighted average sales price for the shares, which ranged from \$6.15-\$7.01. Complete information regarding the number of shares sold at each separate price is available and will be furnished upon request.
  - (2) Reflects the weighted average sales price for the shares, which ranged from \$6.23-\$6.81. Complete information regarding the number of shares sold at each separate price is available and will be furnished upon request.
  - (3) Reflects the weighted average sales price for the shares, which ranged from \$6.00-\$6.19. Complete information regarding the number of shares sold at each separate price is available and will be furnished upon request.
  - (4) Reflects the weighted average sales price for the shares, which ranged from \$4.75-\$5.40. Complete information regarding the number of shares sold at each separate price is available and will be furnished upon request.

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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