

FLOTEK INDUSTRIES INC/CN/  
Form 4  
March 31, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
**10603 W. SAM HOUSTON PARKWAY N., SUITE 300**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/27/2014**

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

**HOUSTON, TX 77064**

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)			
				(A) or (D)	Price					
Common Stock	03/27/2014		M	V	4,628 <u>(1)</u>	A	\$ 22.75	445,159	D	
Common Stock	03/27/2014		F		4,009	D	\$ 26.26	441,150	D	
Common Stock	03/27/2014		F		259	D	\$ 26.26	440,891	D	
Common Stock								20,470	I	ProTechnics II

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

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SEC 1474  
(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 (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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 2.3						12/23/2004	12/22/2014	Common Stock	332
Stock Option	\$ 9.4						12/22/2005	12/21/2015	Common Stock	20,000
Stock Option	\$ 22.75	03/27/2014		M	4,628		03/28/2009	03/27/2014	Common Stock	4,628
Stock Option	\$ 2.51						02/16/2010	02/15/2015	Common Stock	26,668
Stock Option	\$ 1.02						06/22/2010	06/30/2013	Common Stock	400,000
Stock Option	\$ 2.17						12/31/2010	11/09/2016	Common Stock	300,000
Stock Option	\$ 9.19						04/08/2011	04/07/2017	Common stock	400,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHISHOLM JOHN 10603 W. SAM HOUSTON PARKWAY N. SUITE 300 HOUSTON, TX 77064	X		Chairman, President and CEO	

## Signatures

/S/ John W.  
Chisholm

03/31/2014

\_\_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) Exercise of stock options grant @\$22.75 per share, pursuant to previously awarded stock option grant.

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