

CHISHOLM JOHN
Form 5
February 14, 2013

FORM 5

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

OMB APPROVAL

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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 *
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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

10603 W. SAM HOUSTON PARKWAY N., SUITE 300

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77064

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	03/07/2012	Â	J	189,487 D \$ 11.04	546,179 (1)	D	Â
Common Stock	03/07/2012	Â	J	0 D \$ 11.04	20,470 (2)	D	Â

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

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SEC 2270 (9-02)

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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 Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 2.3	Â	Â	Â	Â	Â	12/23/2004	12/22/2014	Common Stock	332
Stock Option	\$ 9.4	Â	Â	Â	Â	Â	12/22/2005	12/21/2015	Common Stock	20,000
Stock Option	\$ 22.37	Â	Â	Â	Â	Â	05/18/2008	05/17/2013	Common Stock	7,800
Stock Option	\$ 22.75	Â	Â	Â	Â	Â	03/28/2009	03/27/2014	Common Stock	4,628
Stock Option	\$ 2.51	Â	Â	Â	Â	Â	02/16/2010	02/15/2015	Common Stock	26,668
Stock Option	\$ 1.02	Â	Â	Â	Â	Â	06/22/2010	06/30/2013	Common Stock	400,000
Stock Option	\$ 2.17	Â	Â	Â	Â	Â	12/31/2010	11/09/2016	Common Stock	300,000
Stock Option	\$ 9.19	Â	Â	Â	Â	Â	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	Â X	Â	Â President	Â

Signatures

John W.
Chisholm

02/14/2013

Date

Signature of
Reporting Person

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) Flotek
- (2) ProTechnics II

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Remarks:

To correct an overstatement in the number of shares previously reported, resulting from reporting shares

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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