

CHISHOLM JOHN  
Form 4  
March 13, 2013

**FORM 4**

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

OMB APPROVAL

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**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

3. Date of Earliest Transaction (Month/Day/Year)  
03/11/2013

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

(Street)  
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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	03/11/2013		A	189,488 A \$ 11.04	698,510	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)

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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)	8. P Der Sec (Ins	
				Code	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	\$ 22.37					05/18/2008	05/17/2013	Common Stock	7,800
Stock Option	\$ 22.75					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		President	

## Signatures

/s/ John W.  
Chisholm  
03/13/2013  
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).

### Remarks:

On March 11, 2013, the employee received 189,488 shares @ \$11.04 per share as a result of satisfying the performance condition.

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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