

Frank's International N.V.
Form 4
August 18, 2014

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 *
MARGAVIO MARK GERARD /ADV

(Last) (First) (Middle)

10260 WESTHEIMER RD.

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Frank's International N.V. [FI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(D)	Price
Common stock, par value Euro 0.01 per share	08/14/2014		M		22,727	A	€ 1
Common stock, par value Euro 0.01 per share	08/14/2014		F		8,481 (2)	D	\$ 20.09
Common stock, par value Euro 0.01 per share	08/14/2014		S(3)		6,400	D	\$ 20.1175

value Euro
0.01 per
share

(4)

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

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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. Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	08/14/2014		M	22,727	<u>(5)</u> <u>(5)</u>	Common Stock	22,727

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARGAVIO MARK GERARD /ADV 10260 WESTHEIMER RD. HOUSTON, TX 77042				See Remarks

Signatures

/s/ Mark G. Margavio, by Brian D. Baird, as
Attorney-in-Fact

08/18/2014

**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) Restricted stock units convert into common stock on a one-for-one basis.

(2) In connection with the vesting of shares of restricted stock units pursuant to the Frank's International N.V. 2013 Long-Term Incentive Plan, the issuer withheld vested shares to satisfy tax withholding obligations. The number of vested shares withheld was based on the closing price per share on August 13, 2014. The withholding of vested shares pursuant to this award was approved by the Board of Supervisory Directors of the issuer, and the number of shares indicated in this Form 4 was acquired as treasury stock by the issuer.

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- (3) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on June 24, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.97 to \$20.28, inclusive. The reporting person undertakes to provide to Frank's International N.V., any security holder of Frank's International N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- (4) On August 14, 2013, the reporting person was granted 113,636 restricted stock units, vesting 20% on the first anniversary of the grant,
- (5) with the remaining 80% vesting on December 31, 2014 pursuant to that certain Separation Agreement, dated as of July 14, 2014, by and between Frank's International, LLC and Mark Margavio.

Remarks:

Former Vice President, Chief Financial Officer and Treasurer

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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