

TEAM INC  
Form 4  
October 17, 2014

**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 \*  
**HAWK PHILIP J**

(Last) (First) (Middle)  
13131 DAIRY ASHFORD, SUITE 600  
(Street)

SUGAR LAND, TX 77478

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TEAM INC [TISI]**

3. Date of Earliest Transaction (Month/Day/Year)  
10/15/2014

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)  
CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |   |
| Common Stock <sup>(1)</sup>     | 10/15/2014                           |  | M                              | 3,614 A \$ 0  | 46,924  | D  |   |
| Common Stock <sup>(1)</sup>     | 10/15/2014                           |  | M                              | 3,460 A \$ 0  | 50,384  | D  |   |
| Common Stock <sup>(1)</sup>     | 10/15/2014                           |  | M                              | 2,757 A \$ 0  | 53,141  | D  |   |
| Common Stock <sup>(1)</sup>     | 10/15/2014                           |  | M                              | 2,491 A \$ 0  | 55,632  | D  |   |
| Common Stock                    |                                      |  |                                |   | 355,160   | I  | Family Ltd Partnership                                |

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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 |     | 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 |
| Restricted Stock Units                     | (2)  | 10/15/2014                           |  | M                              | 3,614                              |     | (3)  | 10/15/2020      | Common Stock  | 3,614                      |
| Restricted Stock Units                     | (4)  | 10/15/2014                           |  | F                              | 2,612                              |     | (4)  | 10/15/2020      | Common Stock  | 0                          |
| Restricted Stock Units                     | (2)  | 10/15/2014                           |  | M                              | 3,460                              |     | (5)  | 10/14/2021      | Common Stock  | 3,460                      |
| Restricted Stock Units                     | (4)  | 10/15/2014                           |  | F                              | 2,502                              |     | (4)  | 10/14/2021      | Common Stock  | 0                          |
| Restricted Stock Units                     | (2)  | 10/15/2014                           |  | M                              | 2,757                              |     | (6)  | 10/15/2022      | Common Stock  | 2,757                      |
| Restricted Stock Units                     | (4)  | 10/15/2014                           |  | F                              | 1,994                              |     | (4)  | 10/15/2022      | Common Stock  | 0                          |
| Restricted Stock Units                     | (2)  | 10/15/2014                           |  | M                              | 2,491                              |     | (7)  | 10/15/2023      | Common Stock  | 2,491                      |
| Restricted Stock Units                     | (4)  | 10/15/2014                           |  | F                              | 1,801                              |     | (4)  | 10/15/2023      | Common Stock  | 0                          |
| Nq Stock Options                           | \$ 30.33   |                                      |  |                                |                                    |     | (8)  | 10/15/2017      | Common Stock  | 120,000                    |

|                  |          |     |            |              |         |
|------------------|----------|-----|------------|--------------|---------|
| Nq Stock Options | \$ 15.27 | (8) | 10/17/2016 | Common Stock | 120,000 |
| Nq Stock Options | \$ 13.28 | (8) | 01/17/2016 | Common Stock | 100,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HAWK PHILIP J<br>13131 DAIRY ASHFORD, SUITE 600<br>SUGAR LAND, TX 77478 | X             |           | CEO     |       |

## Signatures

/s/ Philip J. Hawk 10/17/2014

\*\*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) Represents vesting of restricted Stock Units and conversion to Team Common Stock.
- (2) Stock Units convert on a 1-for-1 basis into shares of Team Common Stock.  
Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2011, 10/15/2012, 10/15/2013 and 10/15/2014, unless earlier terminated in accordance with the Plan. Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.
- (3) Represents the portion of Stock Units withheld for income taxes prior to settlement in Common Stock.  
Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2012, 10/15/2013, 10/15/2014 and 10/15/2015, unless earlier terminated in accordance with the Plan. Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.
- (4) Represents the portion of Stock Units withheld for income taxes prior to settlement in Common Stock.  
Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2013, 10/15/2014, 10/15/2015 and 10/15/2016, unless earlier terminated in accordance with the Plan. Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.
- (5) Represents the portion of Stock Units withheld for income taxes prior to settlement in Common Stock.  
Upon achievement of the annual performance goal established by the Compensation Committee, the Performance-Based Stock Units vest in 25% installments on 10/15/2014, 10/15/2015, 10/15/2016, 10/15/2017, unless earlier terminated in accordance with the Plan. Stock units will automatically be converted into shares of common stock upon achievement of the performance goal in accordance with the respective time vesting schedule.
- (6) Options are fully vested.
- (7) Options are fully vested.
- (8) Options are fully vested.

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.