

NEWPARK RESOURCES INC  
Form 4  
August 28, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**AIROLA MARK J**

2. Issuer Name and Ticker or Trading Symbol  
**NEWPARK RESOURCES INC [NR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**2700 RESEARCH FOREST DRIVE  
SUITE 100**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/26/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr Vice Pres, General Counsel**

(Street)  
**THE WOODLANDS, TX 77381**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 08/26/2014                           |  | M                              |   | 68,200  | A  | \$ 7.89                           |
| Common Stock                    | 08/26/2014                           |  | M                              |   | 50,000  | A  | \$ 7.82                           |
| Common Stock                    | 08/26/2014                           |  | S                              |   | 73,100<br><u>(1)</u>  | D  | \$ 12.4522<br><u>(2)</u>          |
| Common Stock                    | 08/26/2014                           |  | S                              |   | 45,100<br><u>(1)</u>  | D  | \$ 12.512<br><u>(3)</u>           |
|                                 | 08/27/2014                           |  | M                              |   | 9,300   | A  | \$ 7.89                           |

Common  
Stock

Common Stock 08/27/2014 M 20,000 A \$ 3.31 337,415 D

Common Stock 08/27/2014 S 29,300<sub>(1)</sub> D \$  
12.4907<sub>(4)</sub> 308,115 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 3.31  | 08/27/2014                           |  | M                              | 20,000  | <u>(5)</u> 06/10/2019                                    | Common Stock  | 20,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 7.82  | 08/26/2014                           |  | M                              | 50,000  | <u>(6)</u> 06/11/2017                                    | Common Stock  | 50,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 7.89  | 08/26/2014                           |  | M                              | 68,200  | <u>(6)</u> 06/10/2018                                    | Common Stock  | 68,200                     |
| Non-Qualified Stock Option (right to buy)  | \$ 7.89  | 08/27/2014                           |  | M                              | 9,300   | <u>(6)</u> 06/10/2018                                    | Common Stock  | 9,300                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

AIROLA MARK J  
2700 RESEARCH FOREST DRIVE SUITE 100  
THE WOODLANDS, TX 77381

Sr Vice  
Pres, General  
Counsel

## Signatures

By: Jennifer Wilson For: Mark J  
Airola

08/28/2014

\_\_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) The reporting person undertakes to provide to the issuer, any security holder of the issuer, 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 herein.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.40 to \$12.495, inclusive.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.50 to \$12.55, inclusive.
- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.44 to \$12.54, inclusive.
- (5) The options become exercisable in four annual installments beginning on the first anniversary of the date of grant.
- (6) The options become exercisable in increments of one-third of the shares on June 1 of each year.

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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