

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Dodson Bradley J</u> (Last) (First) (Middle) 333 CLAY STREET, SUITE 4980 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Civeo Corp [CVEO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price			
Common Stock	05/30/2014		J		272,209 ⁽¹⁾	A	\$0	272,209	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (Right to Purchase)	\$16.43 ⁽²⁾	05/30/2014		J		13,777 ⁽³⁾		(3)	02/17/2021	Common Stock	13,777	\$0	13,777	D	
Common Stock (Right to Purchase)	\$18.43 ⁽²⁾	05/30/2014		J		22,961 ⁽⁴⁾		(4)	02/16/2022	Common Stock	22,961	\$0	36,738	D	
Common Stock (Right to Purchase)	\$17.48 ⁽²⁾	05/30/2014		J		18,369 ⁽⁵⁾		(5)	02/19/2023	Common Stock	18,369	\$0	55,107	D	
Common Stock (Right to Purchase)	\$21.87 ⁽²⁾	05/30/2014		J		18,369 ⁽⁶⁾		(6)	02/19/2024	Common Stock	18,369	\$0	73,476	D	

Explanation of Responses:

- Adjusted distribution resulting from the spin-off of the Issuer from Oil States International, Inc. on May 30, 2014 (the "Spin-Off"). Amounts reported in this row update the preliminary information in the original filing.
- Adjusted exercise price resulting from the Spin-Off. Exercise price and amounts reported in this row update the preliminary information in the original filing.
- Adjusted common stock option grant resulting from the Spin-Off that vests equally over the four year period beginning February 17, 2012.
- Adjusted common stock option grant resulting from the Spin-Off that vests equally over the four year period beginning February 16, 2013.
- Adjusted common stock option grant resulting from the Spin-Off that vests equally over the four year period beginning February 19, 2014.
- Adjusted common stock option grant resulting from the Spin-Off that vests equally over the four year period beginning February 19, 2015.

Remarks:

President and Chief Executive Officer

/s/ Bradley J. Dodson

06/18/2014

** Signature of Reporting Person

Date

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

* 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).

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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