

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Dodson Bradley J</u>			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) <u>See Remarks</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/30/2014</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>333 CLAY STREET, SUITE 4980</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HOUSTON TX 77002</u>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/30/2014		A		273,388 ⁽¹⁾	A	(1)	273,388	D	
Common Stock	05/30/2014		A		26,310 ⁽²⁾	A	\$0	299,698	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)	\$16.3 ⁽³⁾	05/30/2014		A		13,881 ⁽⁴⁾		(4)	02/17/2021	Common Stock	13,881	\$0	13,881	D	
Common Stock (Right to Purchase)	\$18.29 ⁽³⁾	05/30/2014		A		23,135 ⁽⁵⁾		(5)	02/16/2022	Common Stock	23,135	\$0	37,016	D	
Common Stock (Right to Purchase)	\$17.34 ⁽³⁾	05/30/2014		A		18,508 ⁽⁶⁾		(6)	02/19/2023	Common Stock	18,508	\$0	55,524	D	
Common Stock (Right to Purchase)	\$21.7 ⁽³⁾	05/30/2014		A		18,508 ⁽⁷⁾		(7)	02/19/2024	Common Stock	18,508	\$0	74,032	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 are estimated as of June 2, 2014 based on preliminary information regarding the Spin-Off. Final amounts, if different, will be reported in a subsequent filing.
- Restricted common stock under the 2014 Equity Participation Plan of Civeo Corporation that vests in equal installments on each of the first four anniversaries of May 30, 2014.
- Adjusted exercise price resulting from the Spin-Off. Exercise price and amounts reported in this row are estimated as of June 2, 2014 based on preliminary information regarding the Spin-Off. Final amounts, if different, will be reported in a subsequent filing.
- Adjusted common stock option resulting from the Spin-Off that vests equally over the four year period beginning February 17, 2012.
- Adjusted common stock option resulting from the Spin-Off that vests equally over the four year period beginning February 16, 2013.
- Adjusted common stock option resulting from the Spin-Off that vests equally over the four year period beginning February 19, 2014.
- Adjusted common stock option 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

06/03/2014

** 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.

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 Number.