

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>PRUDENTIAL FINANCIAL INC</u> (Last) (First) (Middle) (Street) (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOOTS & COOTS INTERNATIONAL WELL CONTROL INC [WEL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/03/2003</u>		
	4. If Amendment, Date of 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

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			
<u>Series E Cumulative Senior Preferred Stock</u>	<u>07/03/2003</u>		<u>J</u>		<u>59,872</u>	<u>D</u>	<u>0⁽¹⁾</u>	<u>903</u>	<u>I</u>	<u>FN⁽²⁾</u>
<u>Common Stock</u>	<u>07/03/2003</u>		<u>C</u>		<u>13,607,202</u>	<u>A</u>	<u>0.44</u>	<u>23,006,098</u>	<u>I</u>	<u>FN⁽²⁾</u>
<u>Common Stock</u>	<u>07/03/2003</u>		<u>O</u>		<u>2,292,798</u>	<u>A</u>	<u>0.611⁽³⁾</u>	<u>23,006,098</u>	<u>I</u>	<u>FN⁽²⁾</u>
<u>Common Stock</u>	<u>07/03/2003</u>		<u>S</u>		<u>2,566,500</u>	<u>D</u>	<u>0⁽⁴⁾</u>	<u>23,006,098</u>	<u>I</u>	<u>FN⁽²⁾</u>

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				
<u>Series G Cumulative Convertible Preferred Stock</u>	<u>0.69</u>	<u>07/03/2003</u>		<u>J</u>			<u>14,009</u>	<u>09/03/2001</u>	<u>09/03/2001</u>	<u>Common Stock</u>	<u>2,030,289</u>	<u>\$100</u>	<u>0</u>	<u>I</u>	<u>FN⁽²⁾</u>
<u>Warrants</u>	<u>0.611</u>	<u>07/03/2003</u>		<u>O</u>			<u>2,292,798</u>	<u>09/03/2001</u>	<u>09/03/2001</u>	<u>Common Stock</u>	<u>2,292,798</u>	<u>\$0.611</u>	<u>9,672,598</u>	<u>I</u>	<u>FN⁽²⁾</u>
<u>Series F Convertible Senior Preferred Stock</u>	<u>0.44</u>	<u>07/03/2003</u>		<u>A</u>		<u>59,872</u>		<u>07/03/2003</u>	<u>07/03/2003</u>	<u>Common Stock</u>	<u>13,607,202</u>	<u>\$100</u>	<u>59,872</u>	<u>I</u>	<u>FN⁽²⁾</u>
<u>Series F Convertible Senior Preferred Stock</u>	<u>0.44</u>	<u>07/03/2003</u>		<u>C</u>		<u>59,872</u>		<u>07/03/2003</u>	<u>07/03/2003</u>	<u>Common Stock</u>	<u>13,607,202</u>	<u>\$100</u>	<u>0</u>	<u>I</u>	<u>FN⁽²⁾</u>

Explanation of Responses:

- 1. See Exhibit 99.1
- 2. See Exhibit 99.1
- 3. See Exhibit 99.1
- 4. See Exhibit 99.1

/s/ Jack L. Pfeilsticker, Vice President

07/08/2003

** 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.

NAME AND ADDRESS OF REPORTING PERSON: PRUDENTIAL FINANCIAL, INC.
 751 BROAD STREET
 NEWARK, NEW JERSEY 07102-3777

ISSUER NAME AND TICKER OR TRADING SYMBOL: BOOTS & COOTS INTERNATIONAL WELL
 CONTROL, INC. (WEL)

STATEMENT FOR MONTH/DAY/YEAR: JULY 3, 2003

EXPLANATION OF RESPONSES:

(1) ON JULY 3, 2003, PRUDENTIAL (AS DEFINED BELOW) CONVERTED 59,872 SHARES OF SERIES E CUMULATIVE SENIOR PREFERRED STOCK OF THE ISSUER ("SERIES E STOCK") ON A ONE-FOR-ONE BASIS PURSUANT TO ITS TERMS INTO 59,872 SHARES OF SERIES F CONVERTIBLE PREFERRED STOCK OF THE ISSUER ("SERIES F STOCK"). THE SERIES F STOCK WAS CONVERTED INTO 13,607,202 SHARES OF COMMON STOCK. PURSUANT TO THE TERMS OF THE SERIES F STOCK, THE AGGREGATE FACE VALUE OF THE SERIES F STOCK, \$5,987,200, WAS CONVERTED AT A CONVERSION PRICE OF \$0.44 PER SHARE. THE CONVERSION PRICE IS CALCULATED BASED ON A DISCOUNT TO THE TRAILING 90-DAY AVERAGE TRADING PRICE OF THE COMMON STOCK.

(2) THE SECURITIES WHICH ARE THE SUBJECT OF THIS STATEMENT ARE HELD DIRECTLY BY THE PRUDENTIAL INSURANCE COMPANY OF AMERICA ("PRUDENTIAL"), AN INDIRECT WHOLLY OWNED SUBSIDIARY OF THE REPORTING PERSON.

(3) ON JULY 3, 2003, PRUDENTIAL EXERCISED WARRANTS TO PURCHASE AN AGGREGATE OF 2,292,798 SHARES OF COMMON STOCK. THE AGGREGATE EXERCISE PRICE, \$1,400,900, WAS PAID, PURSUANT TO THE TERMS OF THE WARRANTS, WITH THE SURRENDER OF 14,009 SHARES OF SERIES G CUMULATIVE CONVERTIBLE PREFERRED STOCK, WHICH WAS CREDITED AT ITS FACE VALUE, \$1,400,900.

(4) THE TRADING PRICES FOR THE SHARES WERE AS FOLLOWS:

	NUMBER	PRICE
	2,238,800	\$0.40
	235,800	\$0.41
	91,900	\$0.42

TOTAL:	2,566,500	