SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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*

PRUDENTIAL FINANCIAL INC

(Last) (First) (Middle)

751 BROAD STREET

(Street)

NEWARK NJ 07102-3777

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

BOOTS & COOTS INTERNATIONAL WELL CONTROL INC [WEL]

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

07/03/2003

4. If Amendment, Date of Original Filed (Month/Day/Year)

07/08/2003

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director X 10% Owner

Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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			
Series F Convertible Senior Preferred Stock(1)	07/03/2003		C(2)(3)		59,872	A	(4)	59,872	I	FN(5)
Series F Convertible Senior Preferred Stock(1)	07/03/2003		S(2)(3)		59,872	D	(3)	0	I	FN(5)
Common Stock	07/03/2003		P(2)(3)		13,607,202	A	$0.44	13,607,202	I	FN(5)
Common Stock	07/03/2003		O		2,292,798	A	$0.625(6)	15,900,000	I	FN(5)

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				
Warrants	$0.625(6)	07/03/2003		O(7)			2,292,798	09/03/2001	07/23/2008(8)	Common Stock	2,292,798	(7)	9,672,598	I	FN(5)
Series E Cumulative Senior Preferred Stock(9)	(4)	07/03/2003		C(2)(3)			59,872	07/01/2003	(10)	Series F Convertible Senior Preferred Stock	59,872	(3)	903	I	FN(5)
Series E Cumulative Senior Preferred Stock	(4)	07/03/2003		J(7)(11)			321	07/01/2003	(10)	Series F Convertible Senior Preferred Stock	321	$100	582	I	FN(5)

Explanation of Responses:

1. See Exhibit 99.1
2. See Exhibit 99.1
3. See Exhibit 99.1
4. See Exhibit 99.1
5. See Exhibit 99.1
6. See Exhibit 99.1
7. See Exhibit 99.1
8. See Exhibit 99.1
9. See Exhibit 99.1
10. See Exhibit 99.1
11. See Exhibit 99.1

/s/ Jack L. Pfeilsticker, Vice President — 08/08/2003

** 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.

Exhibit 99.1

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)
Date of Earliest Transaction (Month/Day/Year):	July 3, 2003
If Amendment, Date Original Filed (Month/Day/Year):	July 8, 2003

Explanation of Responses:

(1) Amended to reflect such transactions in Table I and to remove references to such transactions in Table II.

(2) Amended to change the transaction code.

(3) 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 Senior 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.

(4) Converts on a 1-for-1 basis.

(5) 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.

(6) Amended to reflect correct exercise price.

(7) On July 3, 2003, Prudential exercised warrants to purchase an aggregate of 2,292,798 shares of Common Stock. The aggregate exercise price, $1,432,998.75, 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, and of 321 shares of Series E Stock, which was credited at its face value, $32,100.

(8) Warrants are exercisable at any time through the later of (i) 7/23/08 or (ii) six months following the date the notes issued pursuant to the Subordinated Note Restructuring Agreement, dated as of December 28, 2000 between the Issuer and Prudential, as amended, are repaid in full.

(9) Amended to reflect such transaction in Table II and to remove references to such transaction in Table I.

(10) There is no expiration date.

(11) Amended to reflect the surrender of 321 shares of Series E Stock. See note (7) above.