### Edgar Filing: OCEANEERING INTERNATIONAL INC - Form 4

#### OCEANEERING INTERNATIONAL INC

Form 4 June 27, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

**HUGHES D MICHAEL** 

1. Name and Address of Reporting Person \*

			OCEANEERING INTERNATIONAL INC [OII]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/26/2007				X Director Officer (give below)	e title 10% Owner Other (specify below)			
(Street) 4. If				. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON						Form filed by More than One Reporting Person					
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (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)	
Common Stock	06/26/2007			S	5,882	D	\$ 51.2	72,998 (1)	D		
Common Stock	06/26/2007			S	2,098	D	\$ 51.21	70,900	D		
Common Stock	06/26/2007			S	200	D	\$ 51.25	70,700	D		
Common Stock	06/26/2007			S	5,000	D	\$ 51.75	65,700	D		
Common Stock	06/26/2007			S	5,668	D	\$ 52	60,032	D		

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06/27/2007	S	6,820	D	\$ 51.15	53,212	D
06/27/2007	S	5,000	D	\$ 51.2	48,212	D
06/27/2007	S	5,000	D	\$ 51.25	43,212	D
06/27/2007	S	15,766	D	\$ 51.35	27.446	D
06/27/2007	S	300	D	\$ 51.36	27,146	D
06/27/2007	S	646	D	\$ 51.38	26,500	D
06/27/2007	S	200	D	\$ 51.42	26,300	D
06/27/2007	S	300	D	\$ 51.43	26,000	D
06/27/2007	S	300	D	\$ 51.44	25,700	D
06/27/2007	S	8,300	D	\$ 51.45	17,400	D
06/27/2007	S	100	D	\$ 51.48	17,300	D
06/27/2007	S	700	D	\$ 51.49	16,600	D
	06/27/2007 06/27/2007 06/27/2007 06/27/2007 06/27/2007 06/27/2007 06/27/2007 06/27/2007	06/27/2007       S         06/27/2007       S	06/27/2007       S       5,000         06/27/2007       S       5,000         06/27/2007       S       15,766         06/27/2007       S       300         06/27/2007       S       646         06/27/2007       S       300         06/27/2007       S       300         06/27/2007       S       8,300         06/27/2007       S       8,300         06/27/2007       S       100	06/27/2007       S       5,000       D         06/27/2007       S       5,000       D         06/27/2007       S       15,766       D         06/27/2007       S       300       D         06/27/2007       S       646       D         06/27/2007       S       300       D         06/27/2007       S       300       D         06/27/2007       S       300       D         06/27/2007       S       8,300       D         06/27/2007       S       100       D	06/27/2007       S       5,000       D       \$ 51.2         06/27/2007       S       5,000       D       \$ 51.25         06/27/2007       S       15,766       D       \$ 51.35         06/27/2007       S       300       D       \$ 51.36         06/27/2007       S       646       D       \$ 51.38         06/27/2007       S       200       D       \$ 51.42         06/27/2007       S       300       D       \$ 51.43         06/27/2007       S       300       D       \$ 51.44         06/27/2007       S       8,300       D       \$ 51.45         06/27/2007       S       100       D       \$ 51.48	06/27/2007       S       5,000       D       \$ 51.2       48,212         06/27/2007       S       5,000       D       \$ 13,25       43,212         06/27/2007       S       15,766       D       \$ 27,446         06/27/2007       S       300       D       \$ 27,146         06/27/2007       S       646       D       \$ 51.38       26,500         06/27/2007       S       200       D       \$ 1,42       26,300         06/27/2007       S       300       D       \$ 1,43       26,000         06/27/2007       S       300       D       \$ 17,400         06/27/2007       S       8,300       D       \$ 17,400         06/27/2007       S       100       D       \$ 17,300

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative		•		Securities	8	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
	•				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				•
					4, and 5)				
				G 1 17	(A) (B)		mt i		
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

Amount or Number of Shares

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HUGHES D MICHAEL 11911 FM 529 X HOUSTON, TX 77041

# **Signatures**

/s/George R. Haubenreich, Jr., Attorney-in-Fact for D. Michael Hughes

06/27/2007

\*\*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) Includes 35,668 shares previously owned indirectly through the OII 401(k) plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3