Edgar Filing: OCEANEERING INTERNATIONAL INC - Form 4

OCEANEERING INTERNATIONAL INC

Form 4 May 21, 2008

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

truction 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * HOOKER DAVID S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			OCEANEERING INTERNATIONAL INC [OII]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner Officer (give title Other (specify		
11911 FM 529			05/20/2008	below) below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

HOUSTON, TX 77041

(State)

(Zip)

(City)

Table I - Non-Derivative	Securities Acquired Di	isposed of or Repeticially	Owned

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Tuble 1 Tion Bettitutive Securities Required, Disposed by, or Beneficiary 5 when								, o mica		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) oner Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	05/20/2008		M	5,000	A	\$ 16.055	29,000	D		
Common Stock	05/20/2008		S	300	D	\$ 75.29	28,700	D		
Common Stock	05/20/2008		S	200	D	\$ 75.2901	28,500	D		
Common Stock	05/20/2008		S	600	D	\$ 75.25	27,900	D		
Common Stock	05/20/2008		S	100	D	\$ 75.21	27,800	D		

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Common Stock	05/20/2008	S	800	D	\$ 75.2	27,000	D
Common Stock	05/20/2008	S	700	D	\$ 75.18	26,300	D
Common Stock	05/20/2008	S	700	D	\$ 75.17	25,600	D
Common Stock	05/20/2008	S	200	D	\$ 75.16	25,400	D
Common Stock	05/20/2008	S	1,400	D	\$ 75.1664	24,000	D
Common Stock	05/21/2008	M	5,000	A	\$ 16.055	29,000	D
Common Stock	05/21/2008	S	245	D	\$ 76.2701	28,755	D
Common Stock	05/21/2008	S	200	D	\$ 76.27	28,555	D
Common Stock	05/21/2008	S	200	D	\$ 76.24	28,355	D
Common Stock	05/21/2008	S	200	D	\$ 76.21	28,155	D
Common Stock	05/21/2008	S	1,100	D	\$ 76.2	27,055	D
Common Stock	05/21/2008	S	1,400	D	\$ 76.1856	25,655	D
Common Stock	05/21/2008	S	155	D	\$ 76.14	25,500	D
Common Stock	05/21/2008	S	100	D	\$ 76.09	25,400	D
Common Stock	05/21/2008	S	1,400	D	\$ 76.08	24,000	D

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. Number	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

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	Security				(D)	osed of : 3, 4,				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Director Stock Option (right-to-buy)	\$ 16.055	05/20/2008	M			5,000	12/01/2004	05/31/2009	Common Stock	15,0
Director Stock Option (right-to-buy)	\$ 16.055	05/21/2008	M			5,000	12/01/2004	05/31/2009	Common Stock	10,0

(A) or

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HOOKER DAVID S								
11911 FM 529	X							
HOUSTON, TX 77041								

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for David S. Hooker 05/21/2008

**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).

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.

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