

Gardner Philip D
Form 4
March 19, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gardner Philip D

2. Issuer Name and Ticker or Trading Symbol
OCEANEERING
INTERNATIONAL INC [OII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11911 FM 529

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2009

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Senior Vice President

HOUSTON, TX 77041

4. If Amendment, Date 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

(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	(D)	Price
Common Stock	03/19/2009		M		20,000	A	\$ 14.575 69,950
Common Stock	03/19/2009		S		300	D	\$ 38.37 69,650
Common Stock	03/19/2009		S		300	D	\$ 38.38 69,350
Common Stock	03/19/2009		S		400	D	\$ 38.39 68,950
Common Stock	03/19/2009		S		200	D	\$ 38.4 68,750

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Common Stock	03/19/2009	S	800	D	\$ 38.42	67,950	D
Common Stock	03/19/2009	S	600	D	\$ 38.43	67,350	D
Common Stock	03/19/2009	S	300	D	\$ 38.44	67,050	D
Common Stock	03/19/2009	S	200	D	\$ 38.45	66,850	D
Common Stock	03/19/2009	S	800	D	\$ 38.46	66,050	D
Common Stock	03/19/2009	S	900	D	\$ 38.47	65,150	D
Common Stock	03/19/2009	S	100	D	\$ 38.4712	65,050	D
Common Stock	03/19/2009	S	1,100	D	\$ 38.48	63,950	D
Common Stock	03/19/2009	S	1,900	D	\$ 38.49	62,050	D
Common Stock	03/19/2009	S	1,500	D	\$ 38.5	60,550	D
Common Stock	03/19/2009	S	900	D	\$ 38.51	59,650	D
Common Stock	03/19/2009	S	1,200	D	\$ 38.52	58,450	D
Common Stock	03/19/2009	S	1,500	D	\$ 38.53	56,950	D
Common Stock	03/19/2009	S	1,400	D	\$ 38.54	55,550	D
Common Stock	03/19/2009	S	3,000	D	\$ 38.55	52,550	D
Common Stock	03/19/2009	S	600	D	\$ 38.56	51,950	D
Common Stock	03/19/2009	S	400	D	\$ 38.57	51,550	D
Common Stock	03/19/2009	S	500	D	\$ 38.58	51,050	D
Common Stock	03/19/2009	S	900	D	\$ 38.59	50,150	D
Common Stock	03/19/2009	S	100	D	\$ 38.6	50,050	D
	03/19/2009	S	100	D	\$ 38.61	49,950	D

