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

#### OCEANEERING INTERNATIONAL INC

Form 4

February 25, 2015

F	O	R	M	<b>I</b> 4
	$\mathbf{\circ}$			

Check this box

if no longer

Section 16.

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

response...

burden hours per

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** KERINS KEVIN F			2. Issuer Symbol	Name a	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
		OCEAN INTERN		IG NAL INC [OII]	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of	Earliest	Transaction		109			
			(Month/Day/Year)			_X_ Officer (g	ier (specify			
11911 FM 529		02/24/2015			below) below) Senior Vice President, ROV					
	(Street)		4. If Ame	ndment, l	Date Original	6. Individual or	r Joint/Group Fili	ng(Check		
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
HOUSTON	, TX 77041					Form filed b Person	y More than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non	-Derivative Securities A	cquired, Disposed	l of, or Beneficia	lly Owned		
1.Title of	2. Transaction I	Date 2A. De	emed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature o		
Conseity	(Month/Doy/Ve	or) Evecut	ion Data if	Tranca	ction A cquired (A) or	Cacurities	Form: Direct	Indirect		

e of Security Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Month/Day/Year)

(Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common 02/24/2015 F 1,737 D \$0 37,711 D Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivative Securities Acquired (A) or Disposed of (D)			Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
					(Instr. 3, 4, and 5)						(IIISti
						Date Exercisable	Expiration Date	Title	Amount or Number of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KERINS KEVIN F 11911 FM 529 HOUSTON, TX 77041

Senior Vice President, ROV

## **Signatures**

/s/David K. Lawrence, Attorney-in-Fact for Kevin F.
Kerins
02/25/2015

\*\*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.

Reporting Owners 2