Gardner Philip D Form 4 March 19, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

SECURITIES

response...

burden hours per

1(b).

Common

Stock

03/19/2009

(Print or Type Responses)

1. Name and Address of Reporting Person ** Gardner Philip D		ng Person *	2. Issuer Name and Ticker or Trading Symbol OCEANEERING	5. Relationship of Reporting Person(s) to Issuer		
			INTERNATIONAL INC [OII]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify		
11911 FM 529			03/19/2009	below) below) Senior Vice President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
HOUSTON, TX 77041				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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Code Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 03/19/2009 M 20,000 A \$ 14.575 69,950 D Stock Common 03/19/2009 S 300 \$ 38.37 D D 69,650 Stock Common S 300 D 03/19/2009 D \$ 38.38 69,350 Stock Common S 03/19/2009 400 D \$ 38.39 68,950 D Stock

200

D

\$ 38.4

68,750

D

S

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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

Common Stock

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

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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 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. Transactic Code (Instr. 8)	5. Number of orderivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right-to-buy)	\$ 14.575	03/19/2009		M	20,000	<u>(1)</u>	03/25/2009	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gardner Philip D 11911 FM 529 HOUSTON, TX 77041

Senior Vice President

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for Philip D.

Gardner

03/19/2009

**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) The options vested in four equal installments on September 26, 2004 (5,000), March 26, 2005 (5,000), March 26, 2006 (5,000) and March 26, 2007 (5,000)

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