Edgar Filing: OCEANEERING INTERNATIONAL INC - Form 4

OCEANEEI Form 4 June 12, 201	RING INTERNA	TIONAL INC							
FORM Check the if no lon subject the Section of Form 4 of Form 5 obligation may con <i>See</i> Instruct 1(b).	uis box ger o 16. or Filed pur tinue. Section 17(IENT OF CH rsuant to Section a) of the Publi	Washington ANGES IN SECUE on 16(a) of th	, D.C. 20 BENEF RITIES ne Securit ding Con	549 ICIA ies E npany	L OWN xchange / Act of 1	ERSHIP OF Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hour response	•
(Print or Type 1. Name and A COLLINS 7	bol EANEERING	l				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	. , .	(Mor	nte of Earliest T nth/Day/Year) 2/2014	ransaction		-	_X_ Director Officer (give t pelow)		Owner er (specify
HOUSTON	Amendment, Da (Month/Day/Yea	Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Secur		ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code	4. Securit oror Dispos (Instr. 3, 4 Amount	ed of (D)	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	06/12/2014		S	18,000	D	φ 75.375 (<u>1)</u>	35,452	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.

 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)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed	(Month/Day/Year) ive es ed		7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans
				of (D) (Instr. 3, 4, and 5)				Amount		(Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
COLLINS T JAY 11911 FM 529 HOUSTON, TX 77041-3011	Х			
Signatures				
/s/David K. Lawrence, Attorne Collins		06/12/2014		
**Signature of Reporting		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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.11
 (1) - \$75.81, inclusive. The issuer undertakes to provide upon request by the SEC staff, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote.

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.