

OCEANEERING INTERNATIONAL INC  
Form 8-K  
May 16, 2008

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

**FORM 8-K  
CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **May 16, 2008**

**OCEANEERING INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**1-10945**

(Commission File Number)

**95-2628227**

(I.R.S. Employer  
Identification No.)

**11911 FM 529**

**Houston, Texas**

(Address of principal executive offices)

**77041**

(Zip Code)

Registrant's telephone number, including area code: **(713) 329-4500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 16, 2008, the stockholders of Oceaneering International, Inc. approved an amendment to Oceaneering's Restated Certificate of Incorporation to increase the number of authorized shares of capital stock from 93 million to 183 million and to increase the number of authorized shares of common stock from 90 million to 180 million. As a result of this stockholder approval, Oceaneering filed a Certificate of Amendment to its Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on May 16, 2008. A copy of the Certificate of Amendment is filed as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

3.1 Certificate of Amendment to Restated Certificate of Incorporation of Oceaneering International, Inc. dated as of May 16, 2008.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OCEANEERING INTERNATIONAL, INC.

By: /s/ George R. Haubenreich, Jr.  
George R. Haubenreich, Jr.  
Senior Vice President, General Counsel  
and Secretary

Date: May 16, 2008

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**EXHIBIT INDEX**

| <b>No.</b> | <b>Description</b>   |
|------------|--|
| 3.1        | Certificate of Amendment to Restated Certificate of Incorporation of Oceaneering International, Inc. dated as of May 16, 2008. |

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