

OCEANEERING INTERNATIONAL INC

Form 8-K

September 02, 2004

**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) September 1, 2004**

**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  
(IRS Employer  
Identification No.)

11911 FM 529  
Houston, TX  
(Address of principal executive offices)

77041  
(Zip Code)

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

N/A  
(Former name or former address, if changed since last report)

---

---

---

**Item 7.01. Regulation FD Disclosure.**

On September 1, 2004 we issued press releases entitled "Oceaneering to Present at Lehman Brothers CEO Energy Conference" and "Oceaneering to Present at Morgan Keegan Equity Capital Markets Conference."

The text of each press release follows.

**Oceaneering to Present at Lehman Brothers CEO Energy Conference**

September 1, 2004 Houston, Texas Oceaneering International, Inc. (NYSE:OII) announced that John Huff, Chairman and Chief Executive Officer will present at the Lehman Brothers CEO Energy Conference in New York City on Wednesday, September 8, 2004 at 1:05 p.m. EDT.

The presentation will be webcast live over the Internet at [http://customer.nvglb.com/LEHM002/090704a\\_rk/default.asp?entity=OceaneeringInternational](http://customer.nvglb.com/LEHM002/090704a_rk/default.asp?entity=OceaneeringInternational) . An archived replay will be available for two weeks following the conference. The presentation will also be available at Oceaneering's website, [www.oceaneering.com](http://www.oceaneering.com) click on Shareholder Information then Company Presentations and Interviews.

Oceaneering is an advanced applied technology company that provides engineered services and hardware to Customers who operate in marine, space, and other harsh environments. Oceaneering's services and products are marketed worldwide to oil and gas companies, government agencies, and firms in the telecommunications, aerospace, and marine engineering and construction industries.

For further information, please contact Jack Jurkoshek, Manager Investor Relations, Oceaneering International, Inc., 11911 FM 529, Houston, Texas 77041; Telephone 713-329-4670; Fax 713-329-4653; [www.oceaneering.com](http://www.oceaneering.com); E-Mail [investorrelations@oceaneering.com](mailto:investorrelations@oceaneering.com).

**Oceaneering to Present at Morgan Keegan Equity Capital Markets Conference**

September 1, 2004 Houston, Texas Oceaneering International, Inc. (NYSE:OII) announced that John Huff, Chairman and Chief Executive Officer will present at the Morgan Keegan Equity Capital Markets Conference in New Orleans, LA on Thursday, September 9, 2004 at 11:10 a.m. CDT.

The presentation will be webcast live over the Internet at <http://www.wsw.com/webcast/mk8/oii> . An archived replay will be available for two weeks following the conference. The presentation will also be available at Oceaneering's website, [www.oceaneering.com](http://www.oceaneering.com) click on Shareholder Information then Company Presentations and Interviews.

Oceaneering is an advanced applied technology company that provides engineered services and hardware to Customers who operate in marine, space, and other harsh environments. Oceaneering's services and products are marketed worldwide to oil and gas companies, government agencies, and firms in the telecommunications, aerospace, and marine engineering and construction industries.

For further information, please contact Jack Jurkoshek, Manager Investor Relations, Oceaneering International, Inc., 11911 FM 529, Houston, Texas 77041; Telephone 713-329-4670; Fax 713-329-4653; [www.oceaneering.com](http://www.oceaneering.com); E-Mail [investorrelations@oceaneering.com](mailto:investorrelations@oceaneering.com).

**SIGNATURES**

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.

Date: September 1, 2004

By: /s/ MARVIN J. MIGURA  
 Marvin J. Migura  
 Senior Vice President and Chief  
 Financial Officer  
 (Principal Financial Officer)

\$ 0 4,455 D Class B Common Stock <sup>(1)</sup>04/26/2006 JV 362 A \$ 0 1,450 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.**

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. Transaction Code (Instr. 8)	5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
<u>Options</u> <sup>(1)</sup>	\$ 6.75	04/26/2006		J V	2,222	09/01/2003 04/17/2008	Class A Common Stock	2,222
<u>Options</u> <sup>(1)</sup>	\$ 15.75	04/26/2006		J V	2,500	01/01/2006 07/21/2010	Class A Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOLINGER ROBERT S 1314 STILLWATER ROAD LANCASTER, PA 17601-5328			X	

## Signatures

Jeffrey D. Miller, by power of attorney  
05/31/2006

\_\_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) Stock Dividend

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.