OCEANEERING INTERNATIONAL INC

Form 4 June 13, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** HUFF JOHN R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			OCEANEERING INTERNATIONAL INC [OII]	(Check all applicable)		
(Last) 11911 FM 529	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2005	X Director 10% OwnerX Officer (give title Other (specify below) below) Chairman; Chief Exec. Officer		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
HOUSTON, TX 77041-3011				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	(A) or	5)	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	06/10/2005		Code V M	Amount 13,100	(D)	Price \$ 14.6875	299,936	D	
Common Stock	06/10/2005		M	50,000	A	\$ 23.82	349,936	D	
Common Stock	06/10/2005		S	900	D	\$ 40.15	349,036	D	
Common Stock	06/10/2005		S	100	D	\$ 40.13	348,936	D	
Common Stock	06/10/2005		S	2,900	D	\$ 40.12	346,036	D	

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Common Stock	06/10/2005	S	1,400	D	\$ 40.11	344,636	D
Common Stock	06/10/2005	S	2,800	D	\$ 40.1	341,836	D
Common Stock	06/10/2005	S	100	D	\$ 40.08	341,736	D
Common Stock	06/10/2005	S	400	D	\$ 40.07	341,336	D
Common Stock	06/10/2005	S	2,100	D	\$ 40.06	339,236	D
Common Stock	06/10/2005	S	600	D	\$ 40.05	338,836	D
Common Stock	06/10/2005	S	3,900	D	\$ 40.04	334,736	D
Common Stock	06/10/2005	S	31,700	D	\$ 40	303,036	D
Common Stock	06/10/2005	S	400	D	\$ 39.99	302,636	D
Common Stock	06/10/2005	S	700	D	\$ 39.98	301,936	D
Common Stock	06/10/2005	S	4,100	D	\$ 39.97	297,836	D
Common Stock	06/10/2005	S	100	D	\$ 39.96	297,736	D
Common Stock	06/10/2005	S	10,900	D	\$ 39.95	286,836	D

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
					(Instr. 3, 4,		
					and 5)		
				C 1 W	(A) (D)		m: .1
				Code V	(A) (D)		Title

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					Date Exercisable	Expiration Date		Amou or Numb of Sha
Employee Stock Option (right-to-buy)	\$ 14.6875	06/10/2005	M	13,100	<u>(1)</u>	04/21/2007	Common Stock	13,1
Employee Stock Option (right-to-buy)	\$ 23.82	06/10/2005	M	50,000	(2)	05/31/2006	Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address	Relationships				
FB	Director	10% Owner	Officer	Other	
HUFF JOHN R					
11911 FM 529	X		Chairman; Chief Exec. Officer		
HOUSTON, TX 77041-3011					

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for John R. Huff

06/13/2005

**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 on April 22, 2000 (1,100) and April 22/2001 (12,000)
- (2) The options vested on December 1, 2001 (12,500), June 1, 2002 (12,500), June 1, 2003 (12,500) and June 1, 2004 (12,500)

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.

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