

OCEANEERING INTERNATIONAL INC  
Form 8-K  
April 29, 2009

**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): April 29, 2009  
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))
-

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 29, 2009, the Compensation Committee of the Board of Directors of Oceaneering International, Inc. adopted a new compensation policy that is applicable to future awards of restricted stock or restricted stock units to its directors and executive officers under its incentive plans. Specifically, the new policy is that Oceaneering will not provide U.S. federal income tax gross-up payments to any of its directors or executive officers in connection with future awards of restricted stock or restricted stock units under any of its incentive plans.

The adoption of this policy formalizes the approach to U.S. federal income tax gross-ups with respect to such awards since 2004. Since that year, Oceaneering has not granted any awards of restricted stock or restricted stock units that provide for any such tax gross-up payments to any of its directors or executive officers. The adoption of this policy will have no effect on previously outstanding awards (granted in 2002 and 2004) that provide for tax gross-up payments.

---

**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: April 29, 2009