COLLINS T JAY

Form 4

September 17, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

0.5

if no longer subject to

Check this box

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

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5

obligations

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

09/16/2009

(Print or Type Responses)

1. Name and Address of Reporting Person * COLLINS T JAY			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			OCEANEERING INTERNATIONAL INC [OII]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	X Director 10% Owner X Officer (give title Other (specify		
11911 FM 529			(Month/Day/Year) 09/16/2009	below) below) President, CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
HOUSTON, TX 77041-3011				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)				d of (D)	5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			C = V		(A) or	ъ.	Transaction(s) (Instr. 3 and 4)		
Common Stock	09/16/2009		Code V S	Amount 100	(D)	Price \$ 58.76	121,260	D	
Common Stock	09/16/2009		S	800	D	\$ 58.77	120,460	D	
Common Stock	09/16/2009		S	318	D	\$ 58.79	120,142	D	
Common Stock	09/16/2009		S	510	D	\$ 58.81	119,632	D	

3,218 D

\$ 58.82 116,414

D

S

Edgar Filing: COLLINS T JAY - Form 4

Common Stock	09/16/2009	S	500	D	\$ 58.83	115,914	D
Common Stock	09/16/2009	S	500	D	\$ 58.84	115,414	D
Common Stock	09/16/2009	S	400	D	\$ 58.85	115,014	D
Common Stock	09/16/2009	S	400	D	\$ 58.86	114,614	D
Common Stock	09/16/2009	S	900	D	\$ 58.87	113,714	D
Common Stock	09/16/2009	S	100	D	\$ 58.88	113,614	D
Common Stock	09/16/2009	S	200	D	\$ 58.91	113,414	D
Common Stock	09/16/2009	S	800	D	\$ 58.92	112,614	D
Common Stock	09/16/2009	S	699	D	\$ 58.93	111,915	D
Common Stock	09/16/2009	S	88	D	\$ 58.96	111,827	D
Common Stock	09/16/2009	S	900	D	\$ 58.97	110,927	D
Common Stock	09/16/2009	S	1,000	D	\$ 58.99	109,927	D
Common Stock	09/16/2009	S	100	D	\$ 58.995	109,827 (1)	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

Edgar Filing: COLLINS T JAY - Form 4

4, and 5)

Date Expiration Or Number Of Shares

Date

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
COLLINS T JAY							
11911 FM 529	X		President, CEO				
HOUSTON TX 77041-3011							

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for T. Jay Collins 09/17/2009

**Signature of Reporting Person

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) Thirty (30) transactions were filed on the first Form 4, the remaining transactions are filed on this second Form 4.

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.

Reporting Owners 3