Johnson Alisa B Form 4 September 21, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Johnson Alisa B

(Middle)

(Zip)

(Last) (First)

400 N SAM HOUSTON PARKWAY E, SUITE 400

(Street)

(State)

09/20/2010

2. Issuer Name and Ticker or Trading

Symbol

HELIX ENERGY SOLUTIONS **GROUP INC [HLX]**

3. Date of Earliest Transaction (Month/Day/Year)

09/20/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

below)

Issuer

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

(D) or

D

Indirect (I)

(Instr. 4)

5. Relationship of Reporting Person(s) to

(Check all applicable)

Exec.VP & Gen Counsel

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

Other (specify

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HOUSTON, TX 77060

(City)

Common

Stock

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Code (Instr. 8)

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) (A)

Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Owned

Beneficially

Code V Amount (D) Price 1.012 F D (1) 10.15

107,279

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	(Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Ye Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Johnson Alisa B
400 N SAM HOUSTON PARKWAY E, SUITE 400
HOUSTON, TX 77060

Exec.VP &
Gen Counsel

Signatures

/s/ Alisa B.

Johnson 09/21/2010
**Signature of Date

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) These shares were forfeited to satisfy tax obligations related to the vesting of the reporting person's restricted stock award.

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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