

HUGHES D MICHAEL

Form 4

November 12, 2009

**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  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HUGHES D MICHAEL

2. Issuer Name **and** Ticker or Trading  
Symbol  
OCEANEERING  
INTERNATIONAL INC [OII]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
11911 FM 529

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/12/2009

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

HOUSTON, TX 77041

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                         |                                                                   |
| Common<br>Stock                       | 11/12/2009                              |                                                             | S                                       |                                                                     | 500 D \$ 56.04                                                                                                     | 32,100                                                                  | D                                                                 |
| Common<br>Stock                       | 11/12/2009                              |                                                             | S                                       |                                                                     | 1,100 D \$ 56.05                                                                                                   | 31,000                                                                  | D                                                                 |
| Common<br>Stock                       | 11/12/2009                              |                                                             | S                                       |                                                                     | 5,400 D \$ 56.06                                                                                                   | 25,600                                                                  | D                                                                 |
| Common<br>Stock                       | 11/12/2009                              |                                                             | S                                       |                                                                     | 200 D \$ 56.07                                                                                                     | 25,400                                                                  | D                                                                 |
| Common<br>Stock                       | 11/12/2009                              |                                                             | S                                       |                                                                     | 100 D \$ 56.075                                                                                                    | 25,300                                                                  | D                                                                 |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 11/12/2009 | S | 1,500 | D | \$ 56.08 | 23,800 | D |
| Common Stock | 11/12/2009 | S | 1,400 | D | \$ 56.09 | 22,400 | D |
| Common Stock | 11/12/2009 | S | 100   | D | \$ 56.1  | 22,300 | D |
| Common Stock | 11/12/2009 | S | 600   | D | \$ 56.13 | 21,700 | D |
| Common Stock | 11/12/2009 | S | 400   | D | \$ 56.14 | 21,300 | D |
| Common Stock | 11/12/2009 | S | 100   | D | \$ 56.17 | 21,200 | D |
| Common Stock | 11/12/2009 | S | 100   | D | \$ 56.18 | 21,100 | D |
| Common Stock | 11/12/2009 | S | 200   | D | \$ 56.19 | 20,900 | D |
| Common Stock | 11/12/2009 | S | 300   | D | \$ 56.21 | 20,600 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                  |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|-------------------------------------------------------|---------------|-----------|---------|-------|
|                                                       | Director      | 10% Owner | Officer | Other |
| HUGHES D MICHAEL<br>11911 FM 529<br>HOUSTON, TX 77041 | X             |           |         |       |

## Signatures

/s/George R. Haubenreich, Jr., Attorney-in-Fact for D. Michael  
Hughes

11/12/2009

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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