

HAJDIK LLOYD A
Form 4
May 09, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAJDIK LLOYD A

2. Issuer Name and Ticker or Trading Symbol
HELIX ENERGY SOLUTIONS GROUP INC [HLX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
400 N. SAM HOUSTON PARKWAY E., SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP-Finance & CAO

HOUSTON, TX 77060

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/08/2013		F		10,423 (1) \$ 0 72,005	D	
Common Stock	05/08/2013		D		23,691 (2) \$ 0 48,314	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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Unit	(3)	05/08/2013		D	25,316 (4)	(3)	(3)	Common Stock	25,316 (4)
Performance Share Unit	(5)	05/08/2013		D	19,380 (6)	(5)	(5)	Common Stock	19,380 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAJDIK LLOYD A 400 N. SAM HOUSTON PARKWAY E. SUITE 400 HOUSTON, TX 77060			Senior VP-Finance & CAO	

Signatures

/s/Margaret C. Fitzgerald by power of attorney 05/09/2013

**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) These shares were forfeited to satisfy tax obligations related to the vesting of Mr. Hajdik's restricted stock awards.
- (2) These shares of restricted stock were forfeited upon Mr. Hajdik's separation from the Company pursuant to the Separation Agreement between Mr. Hajdik and the Company dated April 24, 2013.
- (3) Each Performance Share Unit ("PSU") represented a right to receive one share of Company common stock. The actual number of shares upon vesting ranged from 0% to 200% dependent on the Company's relative shareholder return as compared to its peer group over a three-year period beginning January 1, 2012 and ending December 31, 2014. The amount originally reported was 200% of the number of PSUs granted and the maximum that could have been earned.
- (4) These PSUs were forfeited upon Mr. Hajdik's separation from the Company.
- (5) Each PSU represented a right to receive one share of Company common stock. The actual number of shares upon vesting ranged from 0% to 200% dependent on the Company's relative shareholder return as compared to its peer group over a three-year period beginning January 1, 2013 and ending December 31, 2015. The amount originally reported was 200% of the number of PSUs granted and the maximum that could have been earned.

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(6) These PSUs were forfeited upon Mr. Hajdik's separation from the Company.

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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