

COLLINS T JAY
Form 4
September 12, 2012

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 *
COLLINS T JAY

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/11/2012

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

HOUSTON, TX 77041-3011

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/11/2012 | | S | 600 | D \$ 55.46 | 127,274 | D |
| Common Stock | 09/11/2012 | | S | 2,601 | D \$ 55.47 | 124,673 | D |
| Common Stock | 09/11/2012 | | S | 3,000 | D \$ 55.48 | 121,673 | D |
| Common Stock | 09/11/2012 | | S | 100 | D \$ 55.485 | 121,573 | D |
| Common Stock | 09/11/2012 | | S | 6,335 | D \$ 55.49 | 115,238 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|------------|---------|---|--------------------------------------|
| Common Stock | 09/11/2012 | | S | 200 | D | \$ 55.493 | 115,038 | D | |
| Common Stock | 09/11/2012 | | S | 7,537 | D | \$ 55.5 | 107,501 | D | |
| Common Stock | 09/11/2012 | | S | 400 | D | \$ 55.51 | 107,101 | D | |
| Common Stock | 09/11/2012 | | S | 1,299 | D | \$ 55.52 | 105,802 | D | |
| Common Stock | 09/11/2012 | | S | 452 | D | \$ 55.53 | 105,350 | D | |
| Common Stock | 09/11/2012 | | S | 100 | D | \$ 55.5316 | 105,250 | D | |
| Common Stock | 09/11/2012 | | S | 1,600 | D | \$ 55.54 | 103,650 | D | |
| Common Stock | 09/11/2012 | | S | 200 | D | \$ 55.5411 | 103,450 | D | |
| Common Stock | 09/11/2012 | | S | 100 | D | \$ 55.5424 | 103,350 | D | |
| Common Stock | 09/11/2012 | | S | 1,200 | D | \$ 55.55 | 102,150 | D | |
| Common Stock | 09/11/2012 | | S | 547 | D | \$ 55.56 | 101,603 | D | |
| Common Stock | 09/11/2012 | | S | 401 | D | \$ 55.57 | 101,202 | D | |
| Common Stock | 09/11/2012 | | S | 400 | D | \$ 55.59 | 100,802 | D | |
| Common Stock | 09/11/2012 | | S | 100 | D | \$ 55.64 | 100,702 | D | |
| Common Stock | | | | | | | 20,000 | I | By Family Limited Partnership (1) |

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.

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(9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. | 5. TransactionNumber | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|----|----------------------|---|------------------------|------------------------|-------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----|----------------------|---|------------------------|------------------------|-------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur | | | | |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|------------------|-----------------|-------|----------------------------|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

/s/David K. Lawrence, Attorney-in-Fact for T. Jay Collins
 09/12/2012
 **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) The shares of the issuer are held by a limited partnership. The reporting person and his wife are the sole members of the limited liability company that serves as general partner of such limited partnership.

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.