

HELIX ENERGY SOLUTIONS GROUP INC

Form 4

January 06, 2014

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 *
 Johnson Alisa B

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)
 3505 W SAM HOUSTON
 PARKWAY N.

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/02/2014

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 Exec.VP & Gen Counsel

(Street)
 HOUSTON, TX 77043

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common stock	01/02/2014		A		11,324	A <u>11</u>	130,503 D
Common stock	01/03/2014		F		1,263 (2)	D \$ 23.21	129,240 D
Common stock	01/03/2014		F		2,149 (2)	D \$ 23.18	127,091 D
Common stock	01/03/2014		F		1,515 (2)	D \$ 23.18	125,576 D
Common stock	01/03/2014		F		1,385 (2)	D \$ 23.21	124,191 D

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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)	01/02/2014		A	22,648 (4)	(3) (5)	Common Stock 22,648 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Alisa B 3505 W SAM HOUSTON PARKWAY N. HOUSTON, TX 77043			Exec.VP & Gen Counsel	

Signatures

/s/ Alisa B.
Johnson 01/06/2014

**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) This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective May 9, 2012) and therefore has no purchase or sales price.

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

(3) Each Performance Share Unit ("PSU") represents the contingent right to receive one share of Helix Energy Solutions Group, Inc. ("Company") common stock. Actual number of shares upon vesting may range 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, 2014 and ending December 31, 2016. The Compensation Committee has the option to pay the value in cash at its discretion.

(4) Amount reported is 200% of the number of PSUs granted and the maximum number that may be earned.

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(5) Upon payment of the PSUs which shall occur no later than March 15, 2017.

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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