

HELIX ENERGY SOLUTIONS GROUP INC

Form 4

January 06, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chamblee Clifford V

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)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2015

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP and COO

3505 W SAM HOUSTON
PARKWAY N., SUITE 400

(Street)

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

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

HOUSTON, TX 77043

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/02/2015		A		24,770	A \$ 0 ⁽¹⁾	82,463 D
Common Stock	01/02/2015		F		1,352 ⁽²⁾	D \$ 21.7	81,111 D
Common Stock	01/02/2015		F		1,105 ⁽²⁾	D \$ 21.7	80,006 D
Common Stock	01/05/2015		F		553 ⁽²⁾	D \$ 21.66	79,453 D
Common Stock	01/05/2015		F		1,468 ⁽²⁾	D \$ 21.66	77,985 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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(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)	01/02/2015		A	49,540 (4)	(3) (5)	Common Stock 49,540

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chamblee Clifford V 3505 W SAM HOUSTON PARKWAY N. SUITE 400 HOUSTON, TX 77043	EVP and COO

Signatures

/s/ Alisa B. Johnson by power of attorney
01/06/2015

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 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, 2015 and ending December 31, 2017. 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, 2018.

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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