

Gardner Philip D  
Form 4  
March 19, 2009

**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 \*  
Gardner Philip D

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)  
03/19/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

HOUSTON, TX 77041

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 Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |   |
| Common Stock                    | 03/19/2009                           |  | M                              |   | 20,000  | A  | \$ 14.575 69,950                                      | D |
| Common Stock                    | 03/19/2009                           |  | S                              |   | 300   | D  | \$ 38.37 69,650                                       | D |
| Common Stock                    | 03/19/2009                           |  | S                              |   | 300   | D  | \$ 38.38 69,350                                       | D |
| Common Stock                    | 03/19/2009                           |  | S                              |   | 400   | D  | \$ 38.39 68,950                                       | D |
| Common Stock                    | 03/19/2009                           |  | S                              |   | 200   | D  | \$ 38.4 68,750  | D |

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|              |            |   |       |   |            |        |   |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 03/19/2009 | S | 800   | D | \$ 38.42   | 67,950 | D |
| Common Stock | 03/19/2009 | S | 600   | D | \$ 38.43   | 67,350 | D |
| Common Stock | 03/19/2009 | S | 300   | D | \$ 38.44   | 67,050 | D |
| Common Stock | 03/19/2009 | S | 200   | D | \$ 38.45   | 66,850 | D |
| Common Stock | 03/19/2009 | S | 800   | D | \$ 38.46   | 66,050 | D |
| Common Stock | 03/19/2009 | S | 900   | D | \$ 38.47   | 65,150 | D |
| Common Stock | 03/19/2009 | S | 100   | D | \$ 38.4712 | 65,050 | D |
| Common Stock | 03/19/2009 | S | 1,100 | D | \$ 38.48   | 63,950 | D |
| Common Stock | 03/19/2009 | S | 1,900 | D | \$ 38.49   | 62,050 | D |
| Common Stock | 03/19/2009 | S | 1,500 | D | \$ 38.5    | 60,550 | D |
| Common Stock | 03/19/2009 | S | 900   | D | \$ 38.51   | 59,650 | D |
| Common Stock | 03/19/2009 | S | 1,200 | D | \$ 38.52   | 58,450 | D |
| Common Stock | 03/19/2009 | S | 1,500 | D | \$ 38.53   | 56,950 | D |
| Common Stock | 03/19/2009 | S | 1,400 | D | \$ 38.54   | 55,550 | D |
| Common Stock | 03/19/2009 | S | 3,000 | D | \$ 38.55   | 52,550 | D |
| Common Stock | 03/19/2009 | S | 600   | D | \$ 38.56   | 51,950 | D |
| Common Stock | 03/19/2009 | S | 400   | D | \$ 38.57   | 51,550 | D |
| Common Stock | 03/19/2009 | S | 500   | D | \$ 38.58   | 51,050 | D |
| Common Stock | 03/19/2009 | S | 900   | D | \$ 38.59   | 50,150 | D |
| Common Stock | 03/19/2009 | S | 100   | D | \$ 38.6    | 50,050 | D |
|              | 03/19/2009 | S | 100   | D | \$ 38.61   | 49,950 | D |

