HUFF JOHN R Form 4 May 13, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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(b).

(Last)

11911 FM 529

1. Name and Address of Reporting Person * **HUFF JOHN R**

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

OCEANEERING

INTERNATIONAL INC [OII]

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

05/11/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner _ Other (specify Officer (give title

below)

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 77041-3011

(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. Transactic Code (Instr. 8)	ransaction Disposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(msu. 1)			
Common Stock	05/11/2009		G	44,000	D	\$ 0	210,267	D			
Common Stock	05/11/2009		S	500	D	\$ 49.73	209,767	D			
Common Stock	05/11/2009		S	900	D	\$ 49.733	208,867	D			
Common Stock	05/11/2009		S	100	D	\$ 49.745	208,767	D			
Common Stock	05/11/2009		S	11,900	D	\$ 50	196,867	D			

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Common Stock	05/11/2009	S	1,000	D	\$ 50.01	195,867	D
Common Stock	05/11/2009	S	3,500	D	\$ 50.02	192,367	D
Common Stock	05/11/2009	S	2,500	D	\$ 50.1036	189,867	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)		4. Transacti	5. orNumber	6. Date Exercises Expiration D		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
,	Derivative		•	,	Securities	3		(Instr.	3 and 4)	,	Own
	Security				Acquired			•			Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
HUFF JOHN R								
11911 FM 529	X							
HOUSTON, TX 77041-3011								

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for John R. 05/13/2009 Huff **Signature of Reporting Person Date

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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).

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.