

Bristow Group Inc  
Form 4  
June 11, 2013

**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 \*  
Baj Joseph A

(Last) (First) (Middle)  
2103 CITY WEST BLVD., 4TH FLOOR  
(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Bristow Group Inc [BRS]

3. Date of Earliest Transaction (Month/Day/Year)  
06/10/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/10/2013		M		1,764	A	\$ 0	11,320	D	
Common Stock	06/10/2013		F		483	D	\$ 64.29	10,837	D	
Common Stock	06/10/2013		M		1,434	A	\$ 30.16	12,271	D	
Common Stock	06/10/2013		M		997	A	\$ 43.79	13,268	D	
Common Stock	06/10/2013		S		2,431	D	\$ 63.813 (1)	10,837	D	

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Common Stock 06/10/2013 S 9,556 D 63.9413 1,281 D \$ (2)

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)	Amount or Number of Shares
Time Vested Restricted Stock	(3)	06/10/2013		M	1,764	06/09/2013(4) 06/09/2013	Common Stock	1,764
Employee Stock Option (Right to Buy)	\$ 30.16	06/10/2013		M	1,434	06/09/2011(5) 06/09/2020	Common Stock	1,434
Employee Stock Option (Right to Buy)	\$ 43.79	06/10/2013		M	997	06/08/2012(6) 06/09/2020	Common Stock	997

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baj Joseph A 2103 CITY WEST BLVD. 4TH FLOOR			Vice President	

HOUSTON, TX 77042

## Signatures

/s/ Chip Earle,  
Attorney-in-Fact

06/11/2013

\_\_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 price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4. These shares were sold in multiple transactions on June 10, 2013 at prices ranging from \$63.71 to \$63.98, inclusive.

(2) The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4. These shares were sold in multiple transactions on June 10, 2013 at prices ranging from \$63.70 to \$64.21, inclusive.

(3) The conversion or exercise price of the security is 1 for 1.

(4) Time vested restricted stock granted on June 9, 2010 vested on the third anniversary of the date of grant.

(5) Options granted on June 9, 2010 vest in three equal annual installments beginning on the first anniversary of the date of grant.

(6) Options granted on June 8, 2011 vest in three equal annual installments beginning on the first anniversary of the date of grant.

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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