

Bristow Group Inc  
Form 4  
March 12, 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 \*  
Duncan Mark

(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)  
03/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP, Commercial

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/10/2014		M		5,611	A	\$ 0
Common Stock	03/10/2014		M		6,531	A	\$ 0
Common Stock	03/10/2014		M		7,743	A	\$ 0
Common Stock	03/10/2014		F		3,137	D	\$ 77.49
							24,323
							30,854
							38,597
							35,460

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Time Vested Restricted Stock	<u>(1)</u>	03/10/2014		M	5,611	06/08/2014 <sup>(2)</sup> 06/08/2014	Common Stock	5,611
Time Vested Restricted Stock Unit	<u>(1)</u>	03/10/2014		M	6,531	05/25/2015 <sup>(2)</sup> 05/25/2015	Common Stock	6,531
Restricted Stock Units	<u>(1)</u>	03/10/2014		M	7,743	06/06/2016 <sup>(2)</sup> 06/06/2016	Common Stock	7,743
Employee Stock Option (Right to Buy)	\$ 43.79					06/08/2012 <sup>(3)</sup> 06/09/2020 <sup>(3)</sup>	Common Stock	13,000
Employee Stock Option (Right to Buy)	\$ 43.38					05/25/2013 <sup>(3)</sup> 05/25/2022 <sup>(3)</sup>	Common Stock	17,000
Employee Stock Option (Right to Buy)	\$ 62.65					06/06/2014 <sup>(3)</sup> 06/06/2023 <sup>(3)</sup>	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duncan Mark 2103 CITY WEST BLVD. 4TH FLOOR HOUSTON, TX 77042			SVP, Commercial	

## Signatures

/s/ Chip Earle,  
Attorney-in-Fact

03/12/2014

\*\*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) The conversion or exercise price of the security is 1 for 1.
- The subject restricted stock units vested on March 10, 2014 in connection with the departure of Mr. Duncan from the Company and pursuant to the termination without cause terms set forth in his Amended and Restated Employment Agreement dated June 6, 2006, as amended March 10, 2008, and the Company's Vesting of Awards Upon Involuntary Termination Without Cause Policy dated November 6, 2013.
- (2) The subject options vested on March 10, 2014 and the expiration date for such options accelerated to March 10, 2015 from the original applicable expiration dates of June 9, 2020 (with 4,454 of the 13,360 options vesting on March 10, 2014), May 25, 2022 (with 11,896 of the 17,844 options vesting on March 10, 2014) and June 6, 2023 (with all 20,736 options vesting on March 10, 2014) in connection with the departure of Mr. Duncan from the Company and pursuant to the termination without cause terms set forth in his Amended and Restated Employment Agreement dated June 6, 2006, as amended March 10, 2008, and the Company's Vesting of Awards Upon Involuntary Termination Without Cause Policy dated November 6, 2013.

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.