

Bristow Group Inc
 Form 3
 October 12, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Phillips Robert A.		(Month/Day/Year)	Bristow Group Inc [BRS]	
(Last)	(First)	(Middle)	10/05/2016	
2103 CITY WEST BLVD., 4TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON,Â TXÂ 77042			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP,Global Bus Ops Services	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Restricted Stock Units	06/04/2017 ⁽¹⁾	06/04/2017	Common Stock	1,036	\$ 0 ⁽²⁾	D	Â
Restricted Stock Units	06/04/2018 ⁽³⁾	06/04/2018	Common Stock	1,153	\$ 0 ⁽²⁾	D	Â
Restricted Stock Units	06/07/2019 ⁽⁴⁾	06/07/2019	Common Stock	6,519 ⁽⁵⁾	\$ 0 ⁽²⁾	D	Â
Employee Stock Option (Right to Buy)	05/25/2013 ⁽⁶⁾	05/25/2022	Common Stock	685	\$ 43.38	D	Â
Employee Stock Option (Right to Buy)	06/06/2014 ⁽⁷⁾	06/06/2023	Common Stock	971	\$ 62.65	D	Â
Employee Stock Option (Right to Buy)	06/04/2015 ⁽⁸⁾	06/04/2024	Common Stock	4,300	\$ 74.37	D	Â
Employee Stock Option (Right to Buy)	06/04/2016 ⁽⁹⁾	06/04/2025	Common Stock	6,075	\$ 58.17	D	Â
Employee Stock Option (Right to Buy)	06/07/2017 ⁽¹⁰⁾	06/07/2026	Common Stock	18,246	\$ 16.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phillips Robert A. 2103 CITY WEST BLVD., 4TH FLOOR HOUSTON, TX 77042	Â	Â	Â VP, Global Bus Ops Services	Â

Signatures

/s/ E. Chipman Earle,
Attorney-in-Fact

10/12/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted Stock Units granted on June 4, 2014 vest on the third anniversary of the date of grant.
- (2) The conversion or exercise price of the security is 1 for 1.
- (3) Restricted Stock Units granted on June 4, 2015 vest on the third anniversary of the date of grant.
- (4) Restricted Stock Units granted on June 7, 2016 vest on the third anniversary of the date of grant.
- These Restricted Stock Unit awards were expressly subject to and contingent upon the approval by the Company's stockholders of a proposed amendment and restatement of the 2007 Long Term Incentive Plan (the "Amendment") at the Annual Meeting of Stockholders that was held on Wednesday, August 3, 2016, which Amendment was officially approved by the stockholders on said date.
- (5) Options granted on May 25, 2012 vested in three equal annual installments beginning on the first anniversary of the date of grant.
- (6) Options granted on May 25, 2012 vested in three equal annual installments beginning on the first anniversary of the date of grant.
- (7) Options granted on June 6, 2013 vested in three equal annual installments beginning on the first anniversary of the date of grant.

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- (8) Options granted on June 4, 2014 vest in three equal annual installments beginning on the first anniversary of the date of grant.
- (9) Options granted on June 4, 2015 vest in three equal annual installments beginning on the first anniversary of the date of grant.
- (10) Options granted on June 7, 2016 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. 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.