#### HAJDIK LLOYD A

Form 4 January 06, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person \* HAJDIK LLOYD A

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**HELIX ENERGY SOLUTIONS** 

**GROUP INC [HLX]** 

(Check all applicable) Director 10% Owner

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

01/02/2009

X\_ Officer (give title Other (specify below) Senior VP-Finance & CAO

400 N. SAM HOUSTON PARKWAY E., SUITE 400

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street) Filed(Month/Day/Year)

(Middle)

(Zip)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77060

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ities Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(======================================	(
Common Stock	01/02/2009		A	9,639	A	\$ 0 (1)	36,121 (2)	D	
Common Stock	01/03/2009		F	462	D	\$ 7.86	35,659	D	
Common Stock	01/02/2009		F	1,209	D	\$ 7.24	34,450	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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative			Securities				(Instr.	3 and 4)		Owne
	Security				Acquired					Follo	
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	TC:41	or		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

HAJDIK LLOYD A 400 N. SAM HOUSTON PARKWAY E. SUITE 400 HOUSTON, TX 77060

Senior VP-Finance & CAO

## **Signatures**

/s/ Michael Overman, by power of attorney

01/06/2009

\*\*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).
- This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan and therefore has no purchase or sales **(1)**
- Mr. Hajdik's direct holdings include 294 shares acquired in January 2008 and 328 shares acquired in July 2008, through the Company's Employee Stock Purchase Plan.

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.

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