

OCEANEERING INTERNATIONAL INC

Form 4

August 11, 2005

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 *
MCEVOY M KEVIN

2. Issuer Name **and** Ticker or Trading
Symbol
OCEANEERING
INTERNATIONAL INC [OII]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

11911 FM 529

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2005

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Sr. Vice President

HOUSTON, TX 77041-3011

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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. 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)
Common Stock	08/10/2005		M	V Amount (A) or (D) Price 15,000 A \$ 24.99	80,000	D	
Common Stock	08/10/2005		M	10,000 A \$ 22.9	90,000	D	
Common Stock	08/10/2005		S	100 D \$ 44.68	89,900	D	
Common Stock	08/10/2005		S	300 D \$ 44.67	89,600	D	
Common Stock	08/10/2005		S	100 D \$ 44.66	89,500	D	

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Common Stock	08/10/2005	S	100	D	\$ 44.61	89,400	D
Common Stock	08/10/2005	S	200	D	\$ 44.57	89,200	D
Common Stock	08/10/2005	S	300	D	\$ 44.58	88,900	D
Common Stock	08/10/2005	S	1,700	D	\$ 44.56	87,200	D
Common Stock	08/10/2005	S	900	D	\$ 44.55	86,300	D
Common Stock	08/10/2005	S	500	D	\$ 44.53	85,800	D
Common Stock	08/10/2005	S	5,200	D	\$ 44.5	80,600	D
Common Stock	08/11/2005	S	15,600	D	\$ 44.5	65,000 ⁽¹⁾	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right-to-buy)	\$ 24.99	08/10/2005		M	15,000	⁽²⁾ 09/12/2007	Common Stock 15,000
Employee Stock Option (Right-to-buy)	\$ 22.9	08/10/2005		M	10,000	⁽³⁾ 09/17/2008	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCEVOY M KEVIN 11911 FM 529 HOUSTON, TX 77041-3011			Sr. Vice President	

Signatures

George R Haubenreich Jr., Attorney-in-Fact for Michael Kevin McEvoy	08/11/2005
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__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) Also owns 5306 of Common Stock equivalent in 401(k) plan - Indirect
- (2) The options vested in three equal installments on March 13, 2003 (5,000), September 13, 2003 (5,000) and September 13, 2004 (5,000)
- (3) The options vested in two equal installments on March 18, 2004 (5,000) and September 18, 2004 (5,000)

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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