

HUFF JOHN R

Form 4

September 21, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUFF JOHN R

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)
09/21/2005

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

Chairman; Chief Exec. Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/21/2005		M		37,500	A	\$ 22.9
							274,336
Common Stock	09/21/2005		M		12,500	A	\$ 24.99
							286,836
Common Stock	09/21/2005		S		1,000	D	\$ 51
							285,836
Common Stock	09/21/2005		S		5,600	D	\$ 51.05
							280,236
Common Stock	09/21/2005		S		4,900	D	\$ 51.08
							275,336

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Common Stock	09/21/2005	S	100	D	\$ 51.09	275,236	D
Common Stock	09/21/2005	S	100	D	\$ 51.13	275,136	D
Common Stock	09/21/2005	S	5,100	D	\$ 51.15	270,036	D
Common Stock	09/21/2005	S	100	D	\$ 51.25	269,936	D
Common Stock	09/21/2005	S	1,000	D	\$ 51.26	268,936	D
Common Stock	09/21/2005	S	4,600	D	\$ 51.29	264,336	D
Common Stock	09/21/2005	S	14,700	D	\$ 51.3	249,636	D
Common Stock	09/21/2005	S	600	D	\$ 51.32	249,036	D
Common Stock	09/21/2005	S	200	D	\$ 51.35	248,836	D
Common Stock	09/21/2005	S	5,000	D	\$ 51.4	243,836	D
Common Stock	09/21/2005	S	4,900	D	\$ 51.45	238,936	D
Common Stock	09/21/2005	S	100	D	\$ 51.5	238,836	D
Common Stock	09/21/2005	S	2,000	D	\$ 51.65	236,836	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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)		Title

						Date Exercisable	Expiration Date		Amo or Num of Sh
Employee Stock Option (Right-to-buy)	\$ 22.9	09/21/2005	M	37,500	<u>(1)</u>	09/17/2008	Common Stock	37,5	
Employee Stock Option (Right-to-buy)	\$ 24.99	09/21/2005	M	12,500	<u>(2)</u>	09/12/2007	Common Stock	12,5	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUFF JOHN R 11911 FM 529 HOUSTON, TX 77041-3011	X		Chairman; Chief Exec. Officer	

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for John R.
Huff 09/21/2005

__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 options vested on March 18, 2004 (12,500), September 18, 2004 (12,500) and September 18, 2005 (12,500)
- (2) The options vested on September 13, 2005 (12,500)

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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