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OFFSHORE LOGISTICS INC  
Form 8-K  
January 13, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

JANUARY 10, 2003  
(Date of Earliest Event Reported)

OFFSHORE LOGISTICS, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE (State or other Jurisdiction of incorporation)	000-05232 (Commission File Number)	72-0679819 (IRS Employer Identification Number)
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224 RUE DE JEAN, P.O. BOX 5C, LAFAYETTE, LOUISIANA 70505  
(Address of principal executive offices, including Zip Code)  
(337) 233-1221  
(Registrant's telephone number, including area code)

ITEM 5 - OTHER EVENTS.

On January 10, 2003, Offshore Logistics, Inc., a Delaware corporation (the "Company"), entered into the Second Amendment to the Rights Agreement, dated as of January 10, 2003 (the "Second Amendment"), between the Company and Mellon Investor Services LLC, a New Jersey limited liability company, as rights agent. The Second Amendment, among other things, amends the Company's existing Rights Agreement to permit certain institutional investors to acquire and hold not more than 12.5% of the outstanding shares of common stock of the Company (the "Common Shares") without triggering a distribution of the Company's preferred share purchase rights, provided that the investor acquires or holds the Common Shares in the ordinary course of its business and not with the purpose nor with the effect of changing or influencing the control of the Company.

A copy of the Second Amendment is attached hereto as Exhibit 99.1 and incorporated herein by reference. The foregoing description of the Second Amendment is qualified in its entirety by reference to the full text of Exhibit 99.1.

ITEM 7(C) - EXHIBITS.

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99.1 Second Amendment to the Rights Agreement, dated as of January 10, 2003, between Offshore Logistics, Inc. and Mellon Investor Services LLC (formerly known as ChaseMellon Shareholder Services, L.L.C.) as rights agent (incorporated by reference to Exhibit 4.3 to the Company's Amendment No. 2 to its Registration Statement on Form 8-A/A filed on January 13, 2003).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OFFSHORE LOGISTICS, INC.

Date: January 13, 2003

By: /s/ H. Eddy Dupuis

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Name: H. Eddy Dupuis  
Title: Vice President, Chief Financial  
Officer and Secretary

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EXHIBIT INDEX

Exhibit	Description
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