Edgar Filing: OCEANEERING INTERNATIONAL INC - Form 4

OCEANEERING INTERNATIONAL INC

Form 4

February 25, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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

obligations

Check this box

may continue.

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

1(b).

(Print or Type Responses)

See Instruction

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) 11911 FM 52	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2015	X Director 10% OwnerX Officer (give title Other (specify below)			
HOUSTON,	(Street)	3011	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City) (State) (Zip)			Table I - Non-Derivative Securities Ac	Person equired, Disposed of, or Beneficially Owner			

		Tuble 1 Ton Berryali ve Securities required, Bisposed 61, 61 Beneficiary 6 whea							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
				()			Reported		
					(A)		Transaction(s)		
					or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common Stock	02/24/2015		F	10,325	D	\$0	156,782 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivative Securities Acquired (A) or Disposed of (D)			Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
					(Instr. 3, 4, and 5)						(IIISti
						Date Exercisable	Expiration Date	Title	Amount or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Topozung O When I while P I was ess	Director	10% Owner	Officer	Other				
MCEVOY M KEVIN 11911 FM 529 HOUSTON, TX 77041-3011	X		Chief Executive Officer					

Signatures

/s/David K. Lawrence, Attorney-in-Fact for M. Kevin McEvoy 02/25/2015

**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 25,125 of common stock equivalents in 401(k) plan Indirect

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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