OCEANEERING INTERNATIONAL INC Form 8-K March 10, 2004

> Delaware (State or other jurisdiction

> > of incorporation)

UNITED STATES

SECURITIES

SECURITII	ES AND EXCHANGE COM Washington, D.C. 20549	MISSION
	FORM 8-K	
	CURRENT REPORT	
	Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934	
Date of	f Report (Date of earliest event reported) March 10,	2004
OCEANER	ERING INTERNATION (Exact name of registrant as specified in its charter)	NAL, INC.
Delaware other jurisdiction	1-10945 (Commission	95-2628227 (IRS Employer
ncorporation)	File Number)	Identification No.)

11911 FM 529 77041

Houston, TX (Address of principal executive offices)

(Zip Code)

Registrant s telephone number, including area code (713) 329-4500

N/A

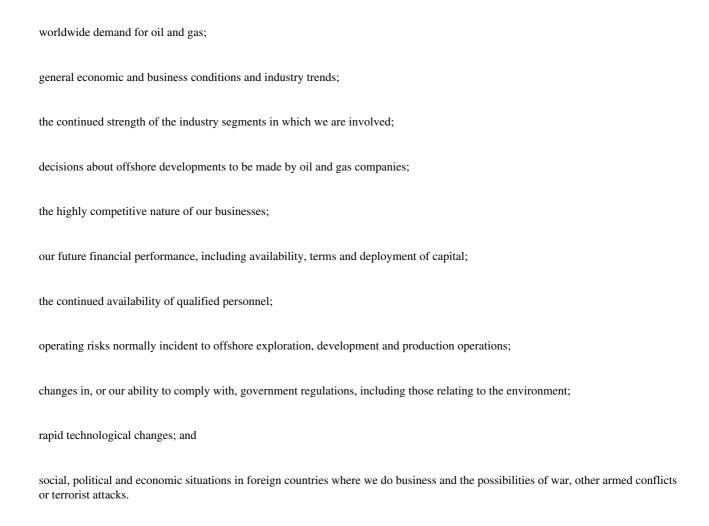
(Former name or former address, if changed since last report)

Item 9. Regulation FD Disclosure.

On March 10, 2004, John R. Huff, our Chief Executive Officer, and other company officers and executives will make a presentation to a Lehman Brothers-sponsored group of institutional investors at our offices in Houston, TX. The presentation, entitled Lehman Brothers th 7 Oilfield Tour will be available on our web site, www.oceaneering.com, by first visiting our Shareholder Information page and then choosing Company Presentations and Interviews.

Please note that certain information contained in the presentation, as well as certain written and oral statements made or incorporated by reference from time to time by us or our representatives in our reports and filings with the Securities and Exchange Commission, news releases, conferences, teleconferences, web postings or otherwise, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995 and are subject to the Safe Harbor provisions of those statutes. Forward-looking statements include the effects of pending ROV-related acquisitions, projections and estimates concerning the timing and success of specific projects and our future backlog, revenues, income and capital spending.

Forward-looking statements are generally accompanied by words such as estimate, project, predict, believe, expect, anticipate, plan budget, goal or other words that convey the uncertainty of future events or outcomes. These forward-looking statements are based on our current information and expectations that involve a number of risks, uncertainties, and assumptions. Among the factors that could cause the actual results to differ materially from those indicated in the forward-looking statements are:



Should one or more of these risks or uncertainties materialize, or should the assumptions underlying the forward-looking statements prove incorrect, actual outcomes could vary materially from those indicated. For additional information regarding these and other factors that could cause our actual results to differ materially from those expressed in our forward-looking statements, see our filings with the Securities and Exchange Commission, including our most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q.

We do not undertake any obligation to update or revise any of our forward-looking statements, whether as a result of new information, future events or otherwise.

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.

OCEANEERING INTERNATIONAL, INC.

By: /s/ MARVIN J. MIGURA

Marvin J. Migura Senior Vice President and Chief Financial Officer (Principal Financial Officer) Date: March 10, 2004