### Edgar Filing: OCEANEERING INTERNATIONAL INC - Form 4

#### OCEANEERING INTERNATIONAL INC

Form 4 May 15, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

HOOKER DAVID S

1. Name and Address of Reporting Person \*

			OCEANEERING INTERNATIONAL INC [OII]				l	(Check all applicable)			
(Last) 11911 FM 5		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2007					X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			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			
HOUSTON						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	05/14/2007			S	100	D	\$ 49.22	18,600	D		
Common Stock	05/14/2007			S	400	D	\$ 49.23	18,200	D		
Common Stock	05/14/2007			S	100	D	\$ 49.25	18,100	D		
Common Stock	05/14/2007			S	100	D	\$ 49.28	18,000	D		
Common Stock	05/14/2007			S	100	D	\$ 49.33	17,900	D		

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Common Stock	05/14/2007	S	200	D	\$ 49.34	17,700	D
Common Stock	05/14/2007	S	200	D	\$ 49.39	17,500	D
Common Stock	05/14/2007	S	100	D	\$ 49.42	17,400	D
Common Stock	05/14/2007	S	100	D	\$ 49.46	17,300	D
Common Stock	05/14/2007	S	100	D	\$ 49.48	17,200	D
Common Stock	05/14/2007	S	100	D	\$ 49.49	17,100	D
Common Stock	05/14/2007	S	100	D	\$ 49.5	17,000	D
Common Stock	05/14/2007	S	300	D	\$ 49.51	16,700	D
Common Stock	05/14/2007	S	200	D	\$ 49.53	16,500	D
Common Stock	05/14/2007	S	200	D	\$ 49.54	16,300	D
Common Stock	05/14/2007	S	100	D	\$ 49.55	16,200	D
Common Stock	05/14/2007	S	200	D	\$ 49.61	16,000 (1)	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)		Title		

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Date Expiration Exercisable Date

Amount or Number of Shares

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOOKER DAVID S 11911 FM 529 X HOUSTON, TX 77041

## **Signatures**

George R. Haubenreich, Jr., Attorney-in-Fact for David S.
Hooker

05/15/2007

\*\*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) Thirty (30) transactions were filed on the first Form 4, the remaining seventeen (17) transactions are filed on this second Form 4.

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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