

OCEANEERING INTERNATIONAL INC

Form 4

June 13, 2005

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

OMB APPROVAL

OMB  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAUBENREICH GEORGE R JR2. 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)  
06/10/2005☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Sr.V.P., Gen. Counsel &amp; Sec.

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

HOUSTON, TX 77041-3011

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/10/2005                              |                                                             | M                                    | V Amount (A) or (D) Price<br>15,000 A \$ 24.99                          | 93,110                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 06/10/2005                              |                                                             | M                                    | 10,000 A \$ 22.9                                                        | 103,110                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 06/10/2005                              |                                                             | S                                    | 22,300 D \$ 40                                                          | 80,810                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 06/10/2005                              |                                                             | S                                    | 2,600 D \$ 40.01                                                        | 78,210                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 06/10/2005                              |                                                             | S                                    | 100 D \$ 40.02                                                          | 78,110                                                                                                             | D                                                                    |                                                                   |

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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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------|
| Employee<br>Stock Option<br>(right-to-buy)          | \$ 24.99                                                           | 06/10/2005                              |                                                             | M                                    | 15,000                                                                                                       | <u>(1)</u> 09/12/2007                                          | Common<br>Stock                                                  | 15,000                              |
| Employee<br>Stock Option<br>(right-to-buy)          | \$ 22.9                                                            | 06/10/2005                              |                                                             | M                                    | 10,000                                                                                                       | <u>(2)</u> 09/17/2008                                          | Common<br>Stock                                                  | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                    |       |
|-------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                            | Other |
| HAUBENREICH GEORGE R JR<br>11911 FM 529<br>HOUSTON, TX 77041-3011 |               |           | Sr.V.P.,<br>Gen. Counsel<br>& Sec. |       |

## Signatures

/s/ George R  
Haubenreich Jr 06/13/2005

\_\_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 in three equal installments March 13, 2003 (5,000), September 13, 2003 (5,000) and September 13, 2004 (5,000)

(2) The options vested in two equal installments March 18, 2003 (5,000) and September 18, 2003 (5,000)

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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