

OCEANEERING INTERNATIONAL INC
 Form 4
 May 18, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box 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 *
 HOOKER DAVID S

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/18/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

11911 FM 529

(Street)

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/18/2006		M		2,000 A \$ 7.5	6,000	D
Common Stock	05/18/2006		M		10,000 A \$ 23.82	16,000	D
Common Stock	05/18/2006		M		1,100 D \$ 70.93	14,900	D
Common Stock	05/18/2006		M		2,500 D \$ 71	12,400	D
Common Stock	05/18/2006		M		600 D \$ 71.04	11,800	D

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Common Stock	05/18/2006	M	100	D	\$ 71.1	11,700	D
Common Stock	05/18/2006	M	500	D	\$ 71.19	11,200	D
Common Stock	05/18/2006	M	4,000	D	\$ 71.2	7,200	D
Common Stock	05/18/2006	M	200	D	\$ 71.21	7,000	D
Common Stock	05/18/2006	M	1,000	D	\$ 71.29	6,000	D
Common Stock	05/18/2006	M	1,000	D	\$ 71.38	5,000	D
Common Stock	05/18/2006	M	500	D	\$ 71.61	4,500	D
Common Stock	05/18/2006	M	500	D	\$ 71.73	4,000	D

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

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 7.5	05/18/2006		M	2,000	12/21/1996 06/20/2006	Common Stock	2,000	
Director Stock Option (Right to	\$ 23.82	05/18/2006		M	10,000	12/01/2001 05/31/2006	Common Stock	10,000	

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOOKER DAVID S 11911 FM 529 HOUSTON, TX 77041	X			

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for David S. Hooker	05/18/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

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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