

HAUBENREICH GEORGE R JR
Form 4/A
June 29, 2006

FORM 4

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

OMB APPROVAL

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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 JR

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)
11911 FM 529
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr.V.P., Gen. Counsel & Sec.

HOUSTON, TX 77041-3011
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
06/02/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	06/01/2006		M		5,000 A \$ 37.27	73,010	D
Common Stock	06/01/2006		S		200 D \$ 77.78	72,810	D
Common Stock	06/01/2006		S		550 D \$ 77.6	72,260	D
Common Stock	06/01/2006		S		150 D \$ 77.68	72,110	D
Common Stock	06/01/2006		S		350 D \$ 77.55	71,760	D

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Common Stock	06/01/2006	S	750	D	\$ 77.57	71,010	D
Common Stock	06/01/2006	S	250	D	\$ 77.65	70,760	D
Common Stock	06/01/2006	S	250	D	\$ 77.57	70,510	D
Common Stock	06/01/2006	S	250	D	\$ 77.5	70,260	D
Common Stock	06/01/2006	S	150	D	\$ 77.34	70,110	D
Common Stock	06/01/2006	S	100	D	\$ 77.34	70,010	D
Common Stock	06/01/2006	S	250	D	\$ 77.53	69,760	D
Common Stock	06/01/2006	S	750	D	\$ 77.3	69,010	D
Common Stock	06/01/2006	S	250	D	\$ 77.29	68,760	D
Common Stock	06/01/2006	S	100	D	\$ 77.3	68,660	D
Common Stock	06/01/2006	S	50	D	\$ 77.29	68,610	D
Common Stock	06/01/2006	S	100	D	\$ 77.29	68,510	D
Common Stock	06/01/2006	S	100	D	\$ 77.32	68,410	D
Common Stock	06/01/2006	S	100	D	\$ 77.28	68,310	D
Common Stock	06/01/2006	S	50	D	\$ 77.3	68,260	D
Common Stock	06/01/2006	S	50	D	\$ 77.35	68,210	D
Common Stock	06/01/2006	S	100	D	\$ 77.54	68,110	D
Common Stock	06/01/2006	S	100	D	\$ 77.7	68,010 ⁽¹⁾	D

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

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(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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.27	06/01/2006		M	5,000	06/27/2005 12/26/2009	Common Stock	5,000 ⁽¹⁾

Reporting Owners

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

Signatures

/s/ George R
Haubenreich Jr

06/29/2006

**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).

All numbers of shares and per share prices are shown without adjustment for a two-for-one stock split to be effected by means of a stock (1) distribution with a record date of May 25, 2006 and distribution date of June 16, 2006, because ex-distribution trading has been deferred until June 19, 2006.

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.