

OCEANEERING INTERNATIONAL INC  
 Form 4  
 May 15, 2007

**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 \*  
 HUGHES D MICHAEL

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)  
 05/14/2007

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

HOUSTON, TX 77041

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

(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 Ownership (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price |
| Common Stock                    | 05/14/2007                           |  | M                              |   |   | 4,000  | A   | \$ 5.38  | 47,212                            | D          |       |
| Common Stock                    | 05/14/2007                           |  | M                              |   |   | 20,000 | A   | \$ 13.94   | 67,212                            | D          |       |
| Common Stock                    | 05/14/2007                           |  | M                              |   |   | 20,000 | A   | \$ 16.055  | 87,212                            | D          |       |
| Common Stock                    | 05/14/2007                           |  | M                              |   |   | 20,000 | A   | \$ 16.895  | 107,212                           | D          |       |
| Common Stock                    | 05/14/2007                           |  | S                              |   |   | 3,200  | D   | \$ 48  | 104,012                           | D          |       |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 05/14/2007 | S | 100   | D | \$ 48.02 | 103,912 | D |
| Common Stock | 05/14/2007 | S | 100   | D | \$ 48.03 | 103,812 | D |
| Common Stock | 05/14/2007 | S | 200   | D | \$ 48.06 | 103,612 | D |
| Common Stock | 05/14/2007 | S | 1,400 | D | \$ 48.07 | 102,212 | D |
| Common Stock | 05/14/2007 | S | 600   | D | \$ 48.08 | 101,612 | D |
| Common Stock | 05/14/2007 | S | 100   | D | \$ 48.11 | 101,512 | D |
| Common Stock | 05/14/2007 | S | 500   | D | \$ 48.12 | 101,012 | D |
| Common Stock | 05/14/2007 | S | 200   | D | \$ 48.13 | 100,812 | D |
| Common Stock | 05/14/2007 | S | 1,600 | D | \$ 48.15 | 99,212  | D |
| Common Stock | 05/14/2007 | S | 200   | D | \$ 48.16 | 99,012  | D |
| Common Stock | 05/14/2007 | S | 200   | D | \$ 48.17 | 98,812  | D |
| Common Stock | 05/14/2007 | S | 100   | D | \$ 48.18 | 98,712  | D |
| Common Stock | 05/14/2007 | S | 800   | D | \$ 48.19 | 97,912  | D |
| Common Stock | 05/14/2007 | S | 900   | D | \$ 48.2  | 97,012  | D |
| Common Stock | 05/14/2007 | S | 1,200 | D | \$ 48.21 | 95,812  | D |
| Common Stock | 05/14/2007 | S | 100   | D | \$ 48.23 | 95,712  | D |
| Common Stock | 05/14/2007 | S | 400   | D | \$ 48.24 | 95,312  | D |
| Common Stock | 05/14/2007 | S | 2,100 | D | \$ 48.25 | 93,212  | D |
| Common Stock | 05/14/2007 | S | 600   | D | \$ 48.31 | 92,612  | D |
| Common Stock | 05/14/2007 | S | 200   | D | \$ 48.32 | 92,412  | D |
|              | 05/14/2007 | S | 700   | D | \$ 48.34 | 91,712  | D |

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|              |            |   |       |   |          |                       |   |
|--------------|------------|---|-------|---|----------|-----------------------|---|
| Common Stock |            |   |       |   |          |                       |   |
| Common Stock | 05/14/2007 | S | 1,757 | D | \$ 48.35 | 89,955                | D |
| Common Stock | 05/14/2007 | S | 1,900 | D | \$ 48.36 | 88,055                | D |
| Common Stock | 05/14/2007 | S | 4,800 | D | \$ 48.37 | 83,255                | D |
| Common Stock | 05/14/2007 | S | 5,100 | D | \$ 48.38 | 78,155 <sup>(1)</sup> | 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)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   |
| Director Stock Option (Right-to-buy_       | \$ 5.38  | 05/14/2007                           |  | M                              | 4,000   | 02/20/1998   | 08/19/2007      | Common Stock  |
| Director Stock Option (Right -to-buy)      | \$ 13.94   | 05/14/2007                           |  | M                              | 20,000  | 12/02/2003   | 06/01/2008      | Common Stock  |
| Director Stock Option (Right-to-buy)       | \$ 16.055  | 05/14/2007                           |  | M                              | 20,000  | 12/01/2004   | 05/31/2009      | Common Stock  |
| Director Stock Option (Right to Buy)       | \$ 16.895  | 05/14/2007                           |  | M                              | 20,000  | 11/10/2005   | 05/09/2012      | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HUGHES D MICHAEL<br>11911 FM 529<br>HOUSTON, TX 77041 |               | X         |         |       |

## Signatures

/s/George R. Haubenreich, Jr., Attorney-in-Fact for D. Michael  
Hughes

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) More than thirty (30) transactions have occurred on this Form 4. A second Form 4 will be filed for the twenty-one (21) remaining transactions.

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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