

PAPPAS HARRIS J  
Form 4  
March 30, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
PAPPAS HARRIS J

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)  
03/30/2009

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)			
Common Stock	03/30/2009		M		20,000	A	\$ 16.055	90,390	D
Common Stock	03/30/2009		S		500	D	\$ 37.04	89,890	D
Common Stock	03/30/2009		S		500	D	\$ 37.05	89,390	D
Common Stock	03/30/2009		S		1,000	D	\$ 37.06	88,390	D
Common Stock	03/30/2009		S		500	D	\$ 37.08	87,890	D

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Common Stock	03/30/2009	S	500	D	\$ 37.09	87,390	D
Common Stock	03/30/2009	S	2,587	D	\$ 37.1	84,803	D
Common Stock	03/30/2009	S	500	D	\$ 37.11	84,303	D
Common Stock	03/30/2009	S	500	D	\$ 37.12	83,803	D
Common Stock	03/30/2009	S	1,000	D	\$ 37.13	82,803	D
Common Stock	03/30/2009	S	500	D	\$ 37.15	82,303	D
Common Stock	03/30/2009	S	500	D	\$ 37.17	81,803	D
Common Stock	03/30/2009	S	500	D	\$ 37.2	81,303	D
Common Stock	03/30/2009	S	5,000	D	\$ 37.25	76,303	D
Common Stock	03/30/2009	S	500	D	\$ 37.27	75,803	D
Common Stock	03/30/2009	S	1,000	D	\$ 37.3	74,803	D
Common Stock	03/30/2009	S	413	D	\$ 37.35	74,390	D
Common Stock	03/30/2009	S	500	D	\$ 37.38	73,890	D
Common Stock	03/30/2009	S	500	D	\$ 37.43	73,390	D
Common Stock	03/30/2009	S	700	D	\$ 37.45	72,690	D
Common Stock	03/30/2009	S	100	D	\$ 37.5	72,590	D
Common Stock	03/30/2009	S	100	D	\$ 37.51	72,490	D
Common Stock	03/30/2009	S	400	D	\$ 37.52	72,090	D
Common Stock	03/30/2009	S	300	D	\$ 37.57	71,790	D
Common Stock	03/30/2009	S	200	D	\$ 37.58	71,590	D
	03/30/2009	S	1,000	D		70,590	D

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Common Stock \$ 37.5901  
 Common Stock 03/30/2009 S 200 D \$ 37.6 70,390 D

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

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**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)
Director Stock Option (right-to-buy)	\$ 16.055	03/30/2009		M	20,000	12/01/2004 05/31/2009	Common Stock 20,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAPPAS HARRIS J 11911 FM 529 HOUSTON, TX 77041	X			

## Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for Harris J. Pappas 03/30/2009  
 \*\*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).  
 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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