

OCEANEERING INTERNATIONAL INC

Form 4

August 13, 2007

FORM 4

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

OMB APPROVAL

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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 *
MIGURA MARVIN 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)
08/10/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP; CFO

HOUSTON, TX 77041-3011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/10/2007		S		9,690	D	\$ 64.5
							98,310 ⁽¹⁾
Common Stock	08/10/2007		S		10	D	\$ 64.5001
Common Stock	08/10/2007		S		2,507	D	\$ 64.51
							95,793
Common Stock	08/10/2007		S		1,500	D	\$ 64.5101
							94,293
Common Stock	08/10/2007		S		893	D	\$ 64.52
							93,400

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Common Stock	08/10/2007	S	400	D	\$ 64.53	93,000	D
Common Stock	08/10/2007	S	550	D	\$ 64.5301	92,450	D
Common Stock	08/10/2007	S	250	D	\$ 64.54	92,200	D
Common Stock	08/10/2007	S	1,850	D	\$ 64.55	90,350	D
Common Stock	08/10/2007	S	550	D	\$ 64.56	89,800	D
Common Stock	08/10/2007	S	850	D	\$ 64.57	88,950	D
Common Stock	08/10/2007	S	300	D	\$ 64.58	88,650	D
Common Stock	08/10/2007	S	1,242	D	\$ 64.59	87,408	D
Common Stock	08/10/2007	S	300	D	\$ 64.6	87,108	D
Common Stock	08/10/2007	S	550	D	\$ 64.61	86,558	D
Common Stock	08/10/2007	S	800	D	\$ 64.62	85,758	D
Common Stock	08/10/2007	S	108	D	\$ 64.63	85,650	D
Common Stock	08/10/2007	S	50	D	\$ 64.64	85,600	D
Common Stock	08/10/2007	S	100	D	\$ 64.65	85,500	D
Common Stock	08/10/2007	S	50	D	\$ 64.66	85,450	D
Common Stock	08/10/2007	S	600	D	\$ 64.69	84,850	D
Common Stock	08/10/2007	S	250	D	\$ 64.7	84,600	D
Common Stock	08/10/2007	S	11,400	D	\$ 65	73,200	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIGURA MARVIN J 11911 FM 529 HOUSTON, TX 77041-3011			Sr VP; CFO	

Signatures

George R Haubenreich Jr., Attorney-in-Fact for Marvin J. Migura
 08/13/2007
 **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) Arithmetic error in total on Form 4 filed on 08/06/2005 is corrected in this Form 4 (120 shares). All transactions reported accurately.

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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