

DESROCHE JEROLD L
Form 4
August 14, 2009

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 *
DESROCHE JEROLD L

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)
08/13/2009

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/13/2009		S		100	D	\$ 52.84 23,900
Common Stock	08/13/2009		S		100	D	\$ 52.841 23,800
Common Stock	08/13/2009		S		1,600	D	\$ 52.852 22,200
Common Stock	08/13/2009		S		100	D	\$ 52.855 22,100
Common Stock	08/13/2009		S		100	D	\$ 52.864 22,000

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Common Stock	08/13/2009	S	500	D	\$ 52.875	21,500	D
Common Stock	08/13/2009	S	1,200	D	\$ 52.8701	20,300	D
Common Stock	08/13/2009	S	300	D	\$ 52.871	20,000	D
Common Stock	08/13/2009	S	500	D	\$ 52.91	19,500	D
Common Stock	08/13/2009	S	700	D	\$ 52.915	18,800	D
Common Stock	08/13/2009	S	1,300	D	\$ 52.92	17,500	D
Common Stock	08/13/2009	S	500	D	\$ 52.93	17,000	D
Common Stock	08/13/2009	S	200	D	\$ 52.94	16,800	D
Common Stock	08/13/2009	S	400	D	\$ 52.95	16,400	D
Common Stock	08/13/2009	S	200	D	\$ 52.96	16,200	D
Common Stock	08/13/2009	S	100	D	\$ 52.99	16,100	D
Common Stock	08/13/2009	S	100	D	\$ 53	16,000	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
					Code V (A) (D)				
							Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DESROCHE JEROLD L 11911 FM 529 HOUSTON, TX 77041	X			

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for Jerold J.
DesRoche

08/14/2009

__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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