

Chamblee Clifford V
Form 4
January 04, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Chamblee Clifford V

2. Issuer Name **and** Ticker or Trading
Symbol
HELIX ENERGY SOLUTIONS
GROUP INC [HLX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
400 NORTH SAM HOUSTON
PARKWAY, SUITE 400

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2013

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP - Contracting Services

(Street)
HOUSTON, TX 77060

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price			
Common Stock	01/02/2013		A		12,415	A	<u>11</u>	68,461	D	
Common Stock	01/03/2013		F		946 ⁽²⁾	D	\$ 20.64	67,515	D	
Common Stock	01/03/2013		F		1,588 ⁽²⁾	D	\$ 21.23	65,927	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)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Unit	(3)	01/02/2013		A		24,830	(4)	(3)	(5)	Common Stock	24,830 (4)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chamblee Clifford V
400 NORTH SAM HOUSTON PARKWAY
SUITE 400
HOUSTON, TX 77060

EVP -
Contracting
Services

Signatures

/s/ Margaret C. Fitzgerald by Power of Attorney

01/04/2013

__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) This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective May 9, 2012) and therefore has no purchase or sales price.
- (2) These shares were forfeited to satisfy tax obligations related to the vesting of the reporting person's restricted stock award.
Each Performance Share Unit ("PSU") represents the contingent right to receive one share of Helix Energy Solutions Group, Inc. ("Company") common stock. Actual number of shares upon vesting may range from 0% to 200% dependent on the Company's relative shareholder return as compared to its peer group over a three-year period beginning January 1, 2013 and ending December 31, 2015. The Compensation Committee has the option to pay the value in cash at its discretion.
- (4) Amount reported is 200% of the number of PSUs granted and the maximum number that may be earned.
- (5) Upon payment of the PSUs which shall occur no later than March 15, 2016.

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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