

EDWARDS JOHNNY
Form 4
December 26, 2012

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 *
EDWARDS JOHNNY

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 EAST, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Oil & Gas

HOUSTON, TX 77060

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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	12/21/2012		S		100	D	\$ 20.24 93,443 D
Common Stock	12/21/2012		S		16,868	D	\$ 20.25 76,575 D
Common Stock	12/21/2012		S		1,700	D	\$ 20.26 74,875 D
Common Stock	12/21/2012		S		600	D	\$ 20.27 74,275 D
Common Stock	12/21/2012		S		700	D	\$ 20.28 73,575 D

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Common Stock	12/21/2012	S	800	D	\$ 20.29	72,775	D
Common Stock	12/21/2012	S	4,334	D	\$ 20.3	68,441	D
Common Stock	12/21/2012	S	900	D	\$ 20.31	67,541	D
Common Stock	12/21/2012	S	2,200	D	\$ 20.32	65,341	D
Common Stock	12/21/2012	S	1,400	D	\$ 20.33	63,941	D
Common Stock	12/21/2012	S	3,800	D	\$ 20.34	60,141	D
Common Stock	12/21/2012	S	1,300	D	\$ 20.35	58,841	D
Common Stock	12/21/2012	S	4,300	D	\$ 20.36	54,541	D
Common Stock	12/21/2012	S	1,200	D	\$ 20.37	53,341	D
Common Stock	12/21/2012	S	4,200	D	\$ 20.38	49,141	D
Common Stock	12/21/2012	S	100	D	\$ 20.39	49,041	D
Common Stock	12/21/2012	S	2,012	D	\$ 20.4	47,029	D
Common Stock	12/21/2012	S	1,618	D	\$ 20.41	45,411	D
Common Stock	12/21/2012	S	2,300	D	\$ 20.44	43,111	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.

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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	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
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EDWARDS JOHNNY
400 NORTH SAM HOUSTON PARKWAY EAST
SUITE 400
HOUSTON, TX 77060

EVP - Oil & Gas

Signatures

/s/ Margaret C. Fitzgerald by Power of
Attorney

12/26/2012

__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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