

OCEANEERING INTERNATIONAL INC
 Form 4
 June 13, 2005

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 *
HUFF JOHN R

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)
 06/10/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman; Chief Exec. Officer

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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	06/10/2005		M		13,100 A \$ 14.6875	299,936	D	
Common Stock	06/10/2005		M		50,000 A \$ 23.82	349,936	D	
Common Stock	06/10/2005		S		900 D \$ 40.15	349,036	D	
Common Stock	06/10/2005		S		100 D \$ 40.13	348,936	D	
Common Stock	06/10/2005		S		2,900 D \$ 40.12	346,036	D	

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Common Stock	06/10/2005	S	1,400	D	\$ 40.11	344,636	D
Common Stock	06/10/2005	S	2,800	D	\$ 40.1	341,836	D
Common Stock	06/10/2005	S	100	D	\$ 40.08	341,736	D
Common Stock	06/10/2005	S	400	D	\$ 40.07	341,336	D
Common Stock	06/10/2005	S	2,100	D	\$ 40.06	339,236	D
Common Stock	06/10/2005	S	600	D	\$ 40.05	338,836	D
Common Stock	06/10/2005	S	3,900	D	\$ 40.04	334,736	D
Common Stock	06/10/2005	S	31,700	D	\$ 40	303,036	D
Common Stock	06/10/2005	S	400	D	\$ 39.99	302,636	D
Common Stock	06/10/2005	S	700	D	\$ 39.98	301,936	D
Common Stock	06/10/2005	S	4,100	D	\$ 39.97	297,836	D
Common Stock	06/10/2005	S	100	D	\$ 39.96	297,736	D
Common Stock	06/10/2005	S	10,900	D	\$ 39.95	286,836	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 Security (Instr. 3 and 4)
				Code	V (A) (D)		Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 14.6875	06/10/2005	M	13,100	<u>(1)</u>	04/21/2007	Common Stock	13,100
Employee Stock Option (right-to-buy)	\$ 23.82	06/10/2005	M	50,000	<u>(2)</u>	05/31/2006	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUFF JOHN R 11911 FM 529 HOUSTON, TX 77041-3011	X		Chairman; Chief Exec. Officer	

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for John R. Huff
 Signature: _____ Date: 06/13/2005

**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) The options vested on April 22, 2000 (1,100) and April 22/2001 (12,000)
- (2) The options vested on December 1, 2001 (12,500), June 1, 2002 (12,500), June 1, 2003 (12,500) and June 1, 2004 (12,500)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.