

ZACHARY JOHN L
Form 4/A
June 29, 2006

FORM 4

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

OMB APPROVAL

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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 *
ZACHARY JOHN 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)
11911 FM 539
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Controller

HOUSTON, TX 77041

4. If Amendment, Date Original Filed (Month/Day/Year)
06/02/2006

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	(A) or (D)	Price			
Common Stock	06/02/2006		I		2,308	D	\$ 81.03	561 ⁽¹⁾	I	by 401(k) Plan
Common Stock	06/02/2006		S		2,500	D	\$ 80.46	16,950	D	
Common Stock	06/02/2006		S		300	D	\$ 80.47	16,650	D	
Common Stock	06/02/2006		S		200	D	\$ 80.48	16,450	D	
Common Stock	06/02/2006		S		750	D	\$ 80.5	15,700 ⁽²⁾	D	

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On the original filing made on June 2, 2006, inadvertently put date of earliest transaction in Box 3 as June 1, 2006. The date of

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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