

MIGURA MARVIN J
Form 4/A
June 29, 2006

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 *
MIGURA MARVIN J

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)
06/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP; CFO

HOUSTON, TX 77041-3011

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 | 06/01/2006 | | M | | 5,000 A \$ 37.27 | 72,710 | D |
| Common Stock | 06/01/2006 | | S | | 300 D \$ 78.82 | 72,410 | D |
| Common Stock | 06/01/2006 | | S | | 400 D \$ 78.6 | 72,010 | D |
| Common Stock | 06/01/2006 | | S | | 400 D \$ 78.56 | 71,610 | D |
| Common Stock | 06/01/2006 | | S | | 1,200 D \$ 78.55 | 70,410 | D |

Edgar Filing: MIGURA MARVIN J - Form 4/A

| | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------------------|---|
| Common Stock | 06/01/2006 | S | 400 | D | \$ 78.51 | 70,010 | D |
| Common Stock | 06/01/2006 | S | 1,500 | D | \$ 78.49 | 68,510 | D |
| Common Stock | 06/01/2006 | S | 200 | D | \$ 78.47 | 68,310 | D |
| Common Stock | 06/01/2006 | S | 600 | D | \$ 78.45 | 67,710 ⁽¹⁾ | 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.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right-to-buy) | \$ 37.27 | 06/01/2006 | | M | 5,000 | 06/27/2005 12/26/2009 | Common Stock 5,000 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| MIGURA MARVIN J 11911 FM 529 HOUSTON, TX 77041-3011 | | | Sr VP; CFO | |

Signatures

George R Haubenreich Jr., Attorney-in-Fact for Marvin J. Migura 06/29/2006

__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).

All numbers of shares and per share prices are shown without adjustment for a two-for-one stock split to be effected by means of a stock distribution with a record date of May 25, 2006 and distribution date of June 16, 2006, because ex-distribution trading has been deferred until June 19, 2006.

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.