

OCEANEERING INTERNATIONAL INC  
 Form 4  
 May 21, 2008

**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 \*  
 HOOKER DAVID S

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)  
 05/20/2008

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

HOUSTON, TX 77041  
 (City) (State) (Zip)

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

**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	05/20/2008		M			5,000	A	\$ 16.055	29,000	D	
Common Stock	05/20/2008		S			300	D	\$ 75.29	28,700	D	
Common Stock	05/20/2008		S			200	D	\$ 75.2901	28,500	D	
Common Stock	05/20/2008		S			600	D	\$ 75.25	27,900	D	
Common Stock	05/20/2008		S			100	D	\$ 75.21	27,800	D	

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Common Stock	05/20/2008	S	800	D	\$ 75.2	27,000	D
Common Stock	05/20/2008	S	700	D	\$ 75.18	26,300	D
Common Stock	05/20/2008	S	700	D	\$ 75.17	25,600	D
Common Stock	05/20/2008	S	200	D	\$ 75.16	25,400	D
Common Stock	05/20/2008	S	1,400	D	\$ 75.1664	24,000	D
Common Stock	05/21/2008	M	5,000	A	\$ 16.055	29,000	D
Common Stock	05/21/2008	S	245	D	\$ 76.2701	28,755	D
Common Stock	05/21/2008	S	200	D	\$ 76.27	28,555	D
Common Stock	05/21/2008	S	200	D	\$ 76.24	28,355	D
Common Stock	05/21/2008	S	200	D	\$ 76.21	28,155	D
Common Stock	05/21/2008	S	1,100	D	\$ 76.2	27,055	D
Common Stock	05/21/2008	S	1,400	D	\$ 76.1856	25,655	D
Common Stock	05/21/2008	S	155	D	\$ 76.14	25,500	D
Common Stock	05/21/2008	S	100	D	\$ 76.09	25,400	D
Common Stock	05/21/2008	S	1,400	D	\$ 76.08	24,000	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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			Code	V	(A) or (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Director Stock Option (right-to-buy)	\$ 16.055	05/20/2008	M			5,000	12/01/2004	05/31/2009	Common Stock	15,000
Director Stock Option (right-to-buy)	\$ 16.055	05/21/2008	M			5,000	12/01/2004	05/31/2009	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOOKER DAVID S 11911 FM 529 HOUSTON, TX 77041		X		

## Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for David S. Hooker  
 Signature: \_\_\_\_\_ Date: 05/21/2008

\_\_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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