

OCEANEERING INTERNATIONAL INC  
Form 8-K  
February 24, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): February 19, 2010  
OCEANEERING INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-10945**  
(Commission File Number)

**95-2628227**  
(I.R.S. Employer  
Identification No.)

**11911 FM 529**  
**Houston, Texas**  
(Address of principal executive offices)

**77041**  
(Zip Code)

Registrant's telephone number, including area code: **(713) 329-4500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 23, 2010, Oceaneering announced that its Executive Vice President, M. Kevin McEvoy, has been appointed to the additional office of Chief Operating Officer, effective February 19, 2010. A copy of the press release announcing Mr. McEvoy's appointment is furnished as Exhibit 99.1 to this report. No changes were made to Mr. McEvoy's compensation arrangements as a result of his appointment as Chief Operating Officer, but portions of the total number of performance units and restricted stock units awarded to him on February 19, 2010 and reflected in the table below were awarded in recognition of this appointment.

On February 19, 2010, the Compensation Committee of the Board of Directors of Oceaneering International, Inc. (the "Compensation Committee") granted awards of restricted stock units and performance units under Oceaneering's 2005 Incentive Plan (the "Incentive Plan") to various employees, including each of Oceaneering's executive officers. The following table sets forth the number of restricted stock units and performance units awarded to Oceaneering's chief executive officer, and each other current executive officer of Oceaneering listed as a named executive officer in the Summary Compensation Table in Oceaneering's proxy statement for its 2009 annual meeting of stockholders, as well as Mr. Kevin F. Kerins, who is expected to be listed as such a named executive officer in Oceaneering's proxy statement for its 2010 annual meeting of stockholders.

<b>Name and Position</b>	<b>Number of Performance Units(1)</b>	<b>Number of Restricted Stock Units(2)</b>
T. Jay Collins President and Chief Executive Officer	19,500	19,500
M. Kevin McEvoy Executive Vice President	12,000	12,000
Marvin J. Migura Senior Vice President and Chief Financial Officer	7,000	7,000
George R. Haubenreich, Jr. Senior Vice President, General Counsel and Secretary	6,000	6,000
Kevin F. Kerins Senior Vice President - ROVs	4,500	4,500

(1) The performance units are scheduled to vest in full on the third anniversary of the award date, subject to (a) earlier vesting on an employee's attainment of retirement age or the

termination or constructive termination of an employee's employment in connection with a change of control or due to death or disability, resulting in vesting on a pro-rata basis over three years for each of Messrs. Collins and Haubenreich, and (b) such other terms as are set forth in the award agreement. The number of performance units shown represent units with an initial notional value of \$100 and are not equivalent to shares of Oceaneering common stock. The Compensation Committee has approved specific financial goals and performance measures based on cumulative cash flow from operations and a comparison of return on invested capital and cost of capital for the

three-year period January 1, 2010 through December 31, 2012 to be used as the basis for the final value of the performance units under the Incentive Plan. The final value of each performance unit may range from \$0 to \$150. Upon settlement, the value of the performance units will be payable in cash.

- (2) Restricted stock units are scheduled to vest in full on the third anniversary of the award date, subject to (a) earlier vesting on an employee's attainment of retirement age or the termination or constructive termination of an employee's employment in connection with a change of control or due to death or

disability,  
resulting in  
vesting on a  
pro-rata basis  
over three years  
for each of  
Messrs. Collins  
and  
Haubenreich,  
and (b) such  
other terms as  
are set forth in  
the award  
agreement. Each  
restricted stock  
unit represents  
the equivalent of  
one share of  
Oceaneering  
common stock.  
Settlement of the  
restricted stock  
units will be  
made in shares  
of Oceaneering  
common stock.

In addition, the Board of Directors of Oceaneering (the Board ) granted awards of 8,000 shares of restricted stock under the Incentive Plan to each of the following nonemployee directors of the Company: D. Michael Hughes, Jerold J. DesRoches, David S. Hooker and Harris J. Pappas. The restricted stock awards are scheduled to vest in full on the first anniversary of the award date, subject to (a) earlier vesting on a change of control or the termination of the director's service due to death and (b) such other terms as are set forth in the award agreement. The Board also granted awards of 10,000 performance units and 10,000 restricted stock units to John R. Huff, Chairman of the Board.

The performance units awarded to Mr. Huff are scheduled to vest on a pro-rata basis over three years from the award date by reason of Mr. Huff having attained retirement age as of the award date, subject to (a) earlier vesting by reason of Mr. Huff's cessation of service as Chairman and (b) such other terms as are set forth in the award agreement. The performance units have the same notional value equivalent as the awards to executive officers described above. The Board approved the same performance goals and measures over the same time period and with the same range of value as described above for executive officers. Upon settlement, the value of the performance units will be payable in cash.

The restricted stock units awarded to Mr. Huff are scheduled to vest on a pro-rata basis over three years from the award date by reason of Mr. Huff having attained retirement age as of the award date, subject to (a) earlier vesting by reason of Mr. Huff's cessation as service as Chairman and (b) such other terms as are set forth in the award agreement. Each restricted stock unit represents the equivalent of one share of Oceaneering common stock. Settlement of the restricted stock units will be made in shares of the Company's common stock.

The Compensation Committee approved the grant of an aggregate of 162,725 restricted stock units and 118,775 performance units, and the Board approved the grant of an aggregate of 10,000 performance units, 10,000 restricted stock units, and 32,000 shares of restricted stock, including the awards referenced in the table and the discussion above. Those awards were made to a total of 311 Incentive Plan participants.

In addition, the Compensation Committee approved: (1) the form of 2010 Restricted Stock Unit Agreement that will govern the terms and conditions of restricted stock unit awards made to the Company's executive officers and other employees; and (2) the form of 2010 Performance Unit Agreement and 2010 Performance Award: Goals and Measures that will govern the terms and conditions of performance unit awards made to the Company's executive officers and other employees. The Board approved: (1) the form of 2010 Nonemployee Director Restricted Stock Agreement that will govern the terms and conditions of restricted stock awards made to nonemployee directors, Messrs. DesRoche, Hooker, Hughes and Pappas; and (2) the forms of 2010 Chairman Restricted Stock Unit Agreement, 2010 Chairman Performance Unit Agreement and 2010 Performance Award: Goals and Measures that will govern the terms and conditions of the awards of restricted stock units and performance units to our Chairman. As provided in the 2010 Chairman Restricted Stock Unit and Performance Unit Agreements, Mr.

Huff is not eligible in 2010 for any retainers or meeting fees applicable to nonemployee directors.

The foregoing descriptions of the awards under the Incentive Plan are not complete and are qualified by reference to the complete agreements, which are attached as exhibits to this report and incorporated by reference into this Item.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 10.1 Form of 2010 Restricted Stock Unit Agreement
- 10.2 Form of 2010 Performance Unit Agreement
- 10.3 Form of 2010 Chairman Restricted Stock Unit Agreement
- 10.4 Form of 2010 Chairman Performance Unit Agreement
- 10.5 2010 Performance Award: Goals and Measures, relating to the form of 2010 Performance Unit Agreement and 2010 Chairman Performance Unit Agreement
- 10.6 Form of 2010 Nonemployee Director Restricted Stock Agreement
- 99.1 Press release issued by Oceaneering International, Inc. dated February 23, 2010

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OCEANEERING INTERNATIONAL, INC.

By: /s/ George R. Haubenreich, Jr.  
George R. Haubenreich, Jr.  
Senior Vice President, General Counsel  
and Secretary

Date: February 23, 2010

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**EXHIBIT INDEX**

<b>No.</b>	<b>Description</b>
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99.1	Press release issued by Oceaneering International, Inc. dated February 23, 2010