

HAUBENREICH GEORGE R JR

Form 4/A

June 29, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
HAUBENREICH GEORGE R JR

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)

HOUSTON, TX 77041-3011

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2006

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr.V.P., Gen. Counsel & Sec.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	06/01/2006		M	5,000 A	\$ 37.27 73,010	D	
Common Stock	06/01/2006		S	200 D	\$ 77.78 72,810	D	
Common Stock	06/01/2006		S	550 D	\$ 77.6 72,260	D	
Common Stock	06/01/2006		S	150 D	\$ 77.68 72,110	D	
Common Stock	06/01/2006		S	350 D	\$ 77.55 71,760	D	

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Common Stock	06/01/2006	S	750	D	\$ 77.57	71,010	D
Common Stock	06/01/2006	S	250	D	\$ 77.65	70,760	D
Common Stock	06/01/2006	S	250	D	\$ 77.57	70,510	D
Common Stock	06/01/2006	S	250	D	\$ 77.5	70,260	D
Common Stock	06/01/2006	S	150	D	\$ 77.34	70,110	D
Common Stock	06/01/2006	S	100	D	\$ 77.34	70,010	D
Common Stock	06/01/2006	S	250	D	\$ 77.53	69,760	D
Common Stock	06/01/2006	S	750	D	\$ 77.3	69,010	D
Common Stock	06/01/2006	S	250	D	\$ 77.29	68,760	D
Common Stock	06/01/2006	S	100	D	\$ 77.3	68,660	D
Common Stock	06/01/2006	S	50	D	\$ 77.29	68,610	D
Common Stock	06/01/2006	S	100	D	\$ 77.29	68,510	D
Common Stock	06/01/2006	S	100	D	\$ 77.32	68,410	D
Common Stock	06/01/2006	S	100	D	\$ 77.28	68,310	D
Common Stock	06/01/2006	S	50	D	\$ 77.3	68,260	D
Common Stock	06/01/2006	S	50	D	\$ 77.35	68,210	D
Common Stock	06/01/2006	S	100	D	\$ 77.54	68,110	D
Common Stock	06/01/2006	S	100	D	\$ 77.7	68,010 ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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
HAUBENREICH GEORGE R JR 11911 FM 529 HOUSTON, TX 77041-3011	Sr.V.P., Gen. Counsel & Sec.

Signatures

/s/ George R
Haubenreich Jr 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.

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