

OCEANEERING INTERNATIONAL INC

Form 4

August 07, 2006

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 *
COLLINS T JAY

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)
08/07/2006

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

President, Chief Exec. Officer

HOUSTON, TX 77041-3011

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/07/2006		S		20,000	D \$ 41.19	271,500 <u>(1)</u>	D	
Common Stock	08/07/2006		S		600	D \$ 41.57	270,900 <u>(1)</u>	D	
Common Stock	08/07/2006		S		100	D \$ 41.58	270,800 <u>(1)</u>	D	
Common Stock	08/07/2006		S		200	D \$ 41.64	270,600 <u>(1)</u>	D	
Common Stock	08/07/2006		S		500	D \$ 41.6	270,100 <u>(1)</u>	D	

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Common Stock	08/07/2006	S	100	D	\$ 41.65	270,000 <u>(1)</u>	D
Common Stock	08/07/2006	S	900	D	\$ 41.68	269,100 <u>(1)</u>	D
Common Stock	08/07/2006	S	100	D	\$ 41.69	269,000 <u>(1)</u>	D
Common Stock	08/07/2006	S	700	D	\$ 41.7	268,300 <u>(1)</u>	D
Common Stock	08/07/2006	S	100	D	\$ 41.71	268,200 <u>(1)</u>	D
Common Stock	08/07/2006	S	600	D	\$ 41.72	267,600 <u>(1)</u>	D
Common Stock	08/07/2006	S	200	D	\$ 41.74	267,400 <u>(1)</u>	D
Common Stock	08/07/2006	S	15,500	D	\$ 41.75	251,900 <u>(1)</u>	D
Common Stock	08/07/2006	S	3,900	D	\$ 41.77	248,000 <u>(1)</u>	D
Common Stock	08/07/2006	S	6,100	D	\$ 41.8	241,900 <u>(1)</u>	D
Common Stock	08/07/2006	S	400	D	\$ 41.82	241,500 <u>(1)</u>	D
Common Stock	08/07/2006	S	600	D	\$ 41.83	240,900 <u>(1)</u>	D
Common Stock	08/07/2006	S	100	D	\$ 41.85	240,800 <u>(1)</u>	D
Common Stock	08/07/2006	S	400	D	\$ 41.86	240,400 <u>(1)</u>	D
Common Stock	08/07/2006	S	900	D	\$ 41.87	239,500 <u>(1)</u>	D
Common Stock	08/07/2006	S	300	D	\$ 41.88	239,200 <u>(1)</u>	D
Common Stock	08/07/2006	S	2,300	D	\$ 41.9	236,900 <u>(1)</u>	D
Common Stock	08/07/2006	S	200	D	\$ 41.91	236,700 <u>(1)</u>	D
Common Stock	08/07/2006	S	1,100	D	\$ 41.92	235,600 <u>(1)</u>	D
Common Stock	08/07/2006	S	1,100	D	\$ 41.93	234,500 <u>(1)</u>	D
	08/07/2006	S	100	D		234,400 <u>(1)</u>	D

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Common Stock						\$ 41.94		
Common Stock	08/07/2006		S	2,300	D	\$ 41.95	232,100 <u>(1)</u>	D
Common Stock	08/07/2006		S	600	D	\$ 41.97	231,500 <u>(1)</u>	D
Common Stock	08/07/2006		S	19,900	D	\$ 42	211,600 <u>(1)</u>	D
Common Stock	08/07/2006		S	100	D	\$ 42.08	211,500 <u>(1)</u>	D

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

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COLLINS T JAY 11911 FM 529 HOUSTON, TX 77041-3011	X President, Chief Exec. Officer

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for T. Jay Collins 08/07/2006

__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).

On May 11, 2006, OII declared a two-for-one stock split by means of a stock dividend payable on June 16, 2006 to all holders of record
(1) of common stock on May 25, 2006, of one share of common stock for each share of common stock outstanding resulting in Mr. Collins' beneficial ownership of 145,750 additional shares of common stock.

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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