

OCEANEERING INTERNATIONAL INC

Form 4

June 02, 2006

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

OMB APPROVAL

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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 *
HAUBENREICH GEORGE R JR2. 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.V.P., Gen. Counsel & Sec.4. If Amendment, Date Original
Filed(Month/Day/Year)

HOUSTON, TX 77041-3011

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)
Common Stock	06/01/2006		M	V Amount (A) or (D) Price 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	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

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 06/02/2006

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).

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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