BENNETT JOSEPH M

Form 4

February 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * BENNETT JOSEPH M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TIDEWATER INC [TDW]

(First) (Middle) (Last)

(Street)

02/02/2010

C/O TIDEWATER INC., 601

3. Date of Earliest Transaction

(Month/Day/Year) 02/02/2011

Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below) below) **Executive Vice President**

POYDRAS ST., SUITE 1900

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW ORLEANS, LA 70130

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

I

Reported Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

or (Instr. 3 and 4) Code V Amount (D) Price

 $S^{(1)}$ 3,861 D \$ 60 35,211 D

(A)

Common Stock

1.Title of

Security

(Instr. 3)

Common

Stock

By Trustee (2)

SEC 1474

(9-02)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. 6. Date Exercisable and		7. Title and		8. Price of	9	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date A		Amour	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Year)		Underlying		Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	2		Securit	ies	(Instr. 5)]
	Derivative		Securities			(Instr.		(
	Security				Acquired (A) or						J
											J
		Disposed								-	
					of (D) (Instr. 3,						(
					4, and 5)						
									Amount		
									or		
						Date Expiration			Number		
						Exercisable Date	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BENNETT JOSEPH M C/O TIDEWATER INC. 601 POYDRAS ST., SUITE 1900 NEW ORLEANS, LA 70130

Executive Vice President

Signatures

Bruce D. Lundstrom as Agent and Attorney-in-Fact for Joseph M. Bennett

02/02/2011

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

**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).
- (1) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan previously entered into by the Reporting Person.
- (2) Acquired on a periodic basis by the Trustee of the Tidewater 401(k) Savings Plan. Includes shares acquired for the account through January 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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