

HAJDIK LLOYD A

Form 4

August 22, 2012

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAJDIK LLOYD A

2. Issuer Name **and** Ticker or Trading
Symbol
**HELIX ENERGY SOLUTIONS
GROUP INC [HLX]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

400 N. SAM HOUSTON
PARKWAY E., SUITE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2012

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior VP-Finance & CAO

HOUSTON, TX 77060

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

(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	08/20/2012		M		2,800	A \$ 10.59	82,756	D	
Common Stock	08/20/2012		M		11,200	A \$ 10.59	93,956	D	
Common Stock	08/20/2012		S		2,800	D \$ 19.06	91,156	D	
Common Stock	08/20/2012		S		1,900	D \$ 19.07	89,256	D	
Common Stock	08/20/2012		S		1,300	D \$ 19.08	87,956	D	

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Common Stock	08/20/2012	S	354	D	\$ 19.09	87,602	D
Common Stock	08/20/2012	S	200	D	\$ 19.1	87,402	D
Common Stock	08/20/2012	S	800	D	\$ 19.11	86,602	D
Common Stock	08/20/2012	S	1,600	D	\$ 19.12	85,002	D
Common Stock	08/20/2012	S	700	D	\$ 19.13	84,302	D
Common Stock	08/20/2012	S	611	D	\$ 19.14	83,691	D
Common Stock	08/20/2012	S	1,100	D	\$ 19.15	82,591	D
Common Stock	08/20/2012	S	2,135	D	\$ 19.16	80,456	D
Common Stock	08/20/2012	S	500	D	\$ 19.17	79,956	D

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock	\$ 10.59	08/20/2012		M	2,800	12/01/2003 12/01/2013	Common Stock 2,800
Common Stock	\$ 10.59	08/20/2012		M	11,200	12/01/2003 12/01/2013	Common Stock 11,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAJDIK LLOYD A 400 N. SAM HOUSTON PARKWAY E. SUITE 400 HOUSTON, TX 77060			Senior VP-Finance & CAO	

Signatures

/s/ Margaret C. Fitzgerald by Power of Attorney

08/22/2012

__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) This option was granted pursuant to the Company's 1995 Long Term Incentive Plan, as amended, and therefore has no purchase or sales price.

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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