

HELIX ENERGY SOLUTIONS GROUP INC

Form 4

January 04, 2017

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 *
 Johnson Alisa B

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)
 3505 W SAM HOUSTON PARKWAY N.

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2017

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 Exec.VP & Gen Counsel

(Street)

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

HOUSTON, TX 77043

(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	01/02/2017		F	(A) or (D) 1,784 (1) D	\$ 8.82 215,874	D	
Common Stock	01/02/2017		F	(A) or (D) 3,811 (1) D	\$ 8.82 212,063	D	
Common Stock	01/03/2017		A	(A) or (D) 59,524 (2) A	\$ 0 271,587	D	

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

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(9-02)

displays a currently valid OMB control number.

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 of Number of Shares
Performance Share Units	(3)	01/03/2017		A	119,048 (4)	(3) (5)	Common Stock 119,048

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Johnson Alisa B
3505 W SAM HOUSTON PARKWAY N.
HOUSTON, TX 77043

Exec.VP &
Gen Counsel

Signatures

/s/ Alisa B.

Johnson 01/04/2017

**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) These shares were forfeited to satisfy tax obligations related to the vesting of the reporting person's restricted stock award.

(2) This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective January 1, 2017) and therefore has no purchase or sales price.

Each Performance Share Unit ("PSU") represents the contingent right to receive one share of Company common stock. The actual

(3) number of shares upon vesting may range from 0% to 200% dependent on the Company's total shareholder return relative to the total shareholder return of its peer group over a three-year period beginning January 1, 2017 and ending December 31, 2019.

(4) Amount reported is 200% of the number of PSUs granted and the maximum number that may be earned.

(5) Upon payment of the PSUs, which shall occur no later than March 15, 2020.

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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