COLLINS T JAY
Form 4
September 17, 2009

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
COLLINS T JAY

(Last) (First) (Middle)

11911 FM 529

(Street)

HOUSTON, TX 77041-3011

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
OCEANEERING INTERNATIONAL INC [OII]

3. Date of Earliest Transaction (Month/Day/Year)
09/16/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	09/16/2009		S		200	D	$ 58.2516	139,627	D	
Common Stock	09/16/2009		S		300	D	$ 58.32	139,327	D	
Common Stock	09/16/2009		S		300	D	$ 58.62	139,027	D	
Common Stock	09/16/2009		S		900	D	$ 58.63	138,127	D	
Common Stock	09/16/2009		S		400	D	$ 58.6325	137,727	D	

Common Stock	09/16/2009	S	200	D	$ 58.635	137,527	D
Common Stock	09/16/2009	S	1,200	D	$ 58.64	136,327	D
Common Stock	09/16/2009	S	100	D	$ 58.641	136,227	D
Common Stock	09/16/2009	S	300	D	$ 58.645	135,927	D
Common Stock	09/16/2009	S	1,100	D	$ 58.65	134,827	D
Common Stock	09/16/2009	S	100	D	$ 58.6525	134,727	D
Common Stock	09/16/2009	S	200	D	$ 58.655	134,527	D
Common Stock	09/16/2009	S	400	D	$ 58.6575	134,127	D
Common Stock	09/16/2009	S	1,700	D	$ 58.66	132,427	D
Common Stock	09/16/2009	S	100	D	$ 58.665	132,327	D
Common Stock	09/16/2009	S	200	D	$ 58.6675	132,127	D
Common Stock	09/16/2009	S	300	D	$ 58.67	131,827	D
Common Stock	09/16/2009	S	200	D	$ 58.6775	131,627	D
Common Stock	09/16/2009	S	2,900	D	$ 58.68	128,727	D
Common Stock	09/16/2009	S	100	D	$ 58.685	128,627	D
Common Stock	09/16/2009	S	400	D	$ 58.69	128,227	D
Common Stock	09/16/2009	S	500	D	$ 58.695	127,727	D
Common Stock	09/16/2009	S	1,100	D	$ 58.7	126,627	D
Common Stock	09/16/2009	S	500	D	$ 58.705	126,127	D
Common Stock	09/16/2009	S	600	D	$ 58.71	125,527	D
	09/16/2009	S	100	D	$ 58.72	125,427	D

Common Stock							
Common Stock	09/16/2009	S	100	D	$ 58.73	125,327	D
Common Stock	09/16/2009	S	200	D	$ 58.735	125,127	D
Common Stock	09/16/2009	S	3,567	D	$ 58.74	121,560	D
Common Stock	09/16/2009	S	200	D	$ 58.75	121,360 (1)	D

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 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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, CEO	

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for T. Jay Collins	09/17/2009

**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) More than thirty (30) transactions are reported. A second Form 4 will be filed to report additional transactions.

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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