

HELIX ENERGY SOLUTIONS GROUP INC
 Form 4
 July 08, 2008

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 *
 PURSELL A WADE

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/04/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Former EVP & CFO

(Street)
 HOUSTON, TX 77060

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	07/04/2008		D	(1)	57,298	D	\$ 0 45,205 D
Common Stock	07/04/2008		F	(2)	7,559	D	\$ 0 37,646 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
Stock Option (right to buy)	\$ 12.18	07/04/2008		D		(3) 09/04/2009		Common Stock	5,360
Stock Option (right to buy)	\$ 12.18	07/04/2008		A(3)	5,360	(3) 09/04/2009		Common Stock	5,360

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PURSELL A WADE 400 N SAM HOUSTON PARKWAY E SUITE 400 HOUSTON, TX 77060			Former EVP & CFO	

Signatures

/s/ Michael Overman, by power of attorney
07/08/2008

**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 of restricted stock were forfeited by Mr. Pursell in connection with his resignation from the Company.
- (2) These shares were forfeited to satisfy tax obligations related to the vesting of the reporting person's restricted stock award.
- The option was originally granted on February 25, 2004 and provided for vesting in five equal installments commencing on February 25, 2005 and exercisable for 60 days following termination of employment. The option was amended to provide for immediate vesting of 5,360 remaining shares and permitting the option to be exercised until September 4, 2009.
- (3) 2005 and exercisable for 60 days following termination of employment. The option was amended to provide for immediate vesting of 5,360 remaining shares and permitting the option to be exercised until September 4, 2009.

Remarks:

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The attached Power of attorney has been revised and updated.

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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