#### **DUROC-DANNER BERNARD J**

Form 4 April 01, 2011

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Form 5 obligations may continue.

See Instruction 1(b).

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)

(Last)

515 POST OAK

1. Name and Address of Reporting Person \* **DUROC-DANNER BERNARD J** 

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

**HELIX ENERGY SOLUTIONS** 

GROUP INC [HLX]

(Month/Day/Year) 03/31/2011

3. Date of Earliest Transaction

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

Officer (give title

\_X\_\_ Director

Issuer

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77027

**BOULEVARD, SUITE 600** 

(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)	(A)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/31/2011		Code V M	Amount 88,000 (1)	or (D) A	Price \$ 12.18	(Instr. 3 and 4) 210,939	D		
Stock	03/31/2011		S	4,794	D	17.22	206,145	D		
Common Stock	03/31/2011		S	15,006	D	\$ 17.23	191,139	D		
Common Stock	03/31/2011		S	6,500	D	\$ 17.24	184,639	D		
Common Stock	03/31/2011		S	6,100	D	\$ 17.25	178,539	D		

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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Common Stock	03/31/2011	S	6,100	D	\$ 17.26	172,439	D
Common Stock	03/31/2011	S	1,200	D	\$ 17.27	171,239	D
Common Stock	03/31/2011	S	1,200	D	\$ 17.28	170,039	D
Common Stock	03/31/2011	S	2,500	D	\$ 17.29	167,539	D
Common Stock	03/31/2011	S	400	D	\$ 17.3	167,139	D
Common Stock	03/31/2011	S	1,100	D	\$ 17.31	166,039	D
Common Stock	03/31/2011	S	600	D	\$ 17.32	165,439	D
Common Stock	03/31/2011	S	600	D	\$ 17.33	164,839	D
Common Stock	03/31/2011	S	5,700	D	\$ 17.34	159,139	D
Common Stock	03/31/2011	S	9,700	D	\$ 17.35	149,439	D
Common Stock	03/31/2011	S	1,700	D	\$ 17.36	147,739	D
Common Stock	03/31/2011	S	4,400	D	\$ 17.37	143,339	D
Common Stock	03/31/2011	S	3,400	D	\$ 17.38	139,939	D
Common Stock	03/31/2011	S	2,800	D	\$ 17.39	137,139	D
Common Stock	03/31/2011	S	2,800	D	\$ 17.4	134,339	D
Common Stock	03/31/2011	S	1,800	D	\$ 17.41	132,539	D
Common Stock	03/31/2011	S	1,400	D	\$ 17.42	131,139	D
Common Stock	03/31/2011	S	2,700	D	\$ 17.43	128,439	D
Common Stock	03/31/2011	S	1,900	D	\$ 17.44	126,539	D
Common Stock	03/31/2011	S	400	D	\$ 17.45	126,139	D
	03/31/2011	S	2,200	D		123,939	D

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Common Stock					\$ 17.46		
Common Stock	03/31/2011	S	1,000	D	\$ 17.47	122,939	D
Common Stock	04/01/2011	A	818 (1)	A	\$ 0	123,757	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. Transactic Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative Expiration Date ecurities (Month/Day/Year) acquired (A) r Disposed of D) nstr. 3, 4,		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Common Stock	\$ 12.18	03/31/2011		M	88,	,000	02/25/2009(2)	02/25/2014	Common Stock	88,00

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DUROC-DANNER BERNARD J 515 POST OAK BOULEVARD SUITE 600 HOUSTON, TX 77027	X							
Signatures								
/s/ Margaret C. Fitzgerald, by Pow Attorney	er of	04	4/01/201	1				
**Signature of Reporting Person		Date						

Reporting Owners 3

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## **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).
- This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan and therefore has no purchase or sales

  (1) price. This restricted stock award was received in lieu of quarterly fees related to the reporting person's services on the Company's Board of Directors
- (2) The option, representing a right to purchase a total of 88,000 shares, became exercisable in five equal annual installments beginning on February 25, 2005, which was the first anniversary of the date on which the option was granted.

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.