

OCEANEERING INTERNATIONAL INC  
 Form 4  
 June 02, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HAUBENREICH GEORGE R JR**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 11911 FM 529  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/01/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr.V.P., Gen. Counsel & Sec.

HOUSTON, TX 77041-3011

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D) Price                                                                       |                                                          |                                   |
| Common Stock                    | 06/01/2006                           |                                                    | M                              |                                                                   | 5,000 A \$ 37.27                                                                              | 73,010                                                   | D                                 |
| Common Stock                    | 06/01/2006                           |                                                    | S                              |                                                                   | 200 D \$ 77.78                                                                                | 72,810                                                   | D                                 |
| Common Stock                    | 06/01/2006                           |                                                    | S                              |                                                                   | 550 D \$ 77.6                                                                                 | 72,260                                                   | D                                 |
| Common Stock                    | 06/01/2006                           |                                                    | S                              |                                                                   | 150 D \$ 77.68                                                                                | 72,110                                                   | D                                 |
| Common Stock                    | 06/01/2006                           |                                                    | S                              |                                                                   | 350 D \$ 77.55                                                                                | 71,760                                                   | D                                 |

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|              |            |   |     |   |          |        |   |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 06/01/2006 | S | 750 | D | \$ 77.57 | 71,010 | D |
| Common Stock | 06/01/2006 | S | 250 | D | \$ 77.65 | 70,760 | D |
| Common Stock | 06/01/2006 | S | 250 | D | \$ 77.57 | 70,510 | D |
| Common Stock | 06/01/2006 | S | 250 | D | \$ 77.5  | 70,260 | D |
| Common Stock | 06/01/2006 | S | 150 | D | \$ 77.34 | 70,110 | D |
| Common Stock | 06/01/2006 | S | 100 | D | \$ 77.34 | 70,010 | D |
| Common Stock | 06/01/2006 | S | 250 | D | \$ 77.53 | 69,760 | D |
| Common Stock | 06/01/2006 | S | 750 | D | \$ 77.3  | 69,010 | D |
| Common Stock | 06/01/2006 | S | 250 | D | \$ 77.29 | 68,760 | D |
| Common Stock | 06/01/2006 | S | 100 | D | \$ 77.3  | 68,660 | D |
| Common Stock | 06/01/2006 | S | 50  | D | \$ 77.29 | 68,610 | D |
| Common Stock | 06/01/2006 | S | 100 | D | \$ 77.29 | 68,510 | D |
| Common Stock | 06/01/2006 | S | 100 | D | \$ 77.32 | 68,410 | D |
| Common Stock | 06/01/2006 | S | 100 | D | \$ 77.28 | 68,310 | D |
| Common Stock | 06/01/2006 | S | 50  | D | \$ 77.3  | 68,260 | D |
| Common Stock | 06/01/2006 | S | 50  | D | \$ 77.35 | 68,210 | D |
| Common Stock | 06/01/2006 | S | 100 | D | \$ 77.54 | 68,110 | D |
| Common Stock | 06/01/2006 | S | 100 | D | \$ 77.7  | 68,010 | D |

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

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(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Employee Stock Option (right to buy)       | \$ 37.27                                               | 06/01/2006                           |                                                    | M                              | 5,000                                                                                   | 06/27/2005 12/26/2009                                    | Common Stock 5,000                                            |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                     |       |
|-------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                             | Other |
| HAUBENREICH GEORGE R JR<br>11911 FM 529<br>HOUSTON, TX 77041-3011 |               |           | Sr. V.P.,<br>Gen. Counsel<br>& Sec. |       |

## Signatures

/s/ George R  
Haubenreich Jr

06/02/2006

\*\*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).

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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