

OCEANEERING INTERNATIONAL INC
 Form 4
 May 21, 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 *
 HOOKER DAVID S

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)
 05/20/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

HOUSTON, TX 77041

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 or Price | | | |
| Common Stock | 05/20/2008 | | M | | | 5,000 A \$ 16.055 | 29,000 | D | |
| Common Stock | 05/20/2008 | | S | | | 300 D \$ 75.29 | 28,700 | D | |
| Common Stock | 05/20/2008 | | S | | | 200 D \$ 75.2901 | 28,500 | D | |
| Common Stock | 05/20/2008 | | S | | | 600 D \$ 75.25 | 27,900 | D | |
| Common Stock | 05/20/2008 | | S | | | 100 D \$ 75.21 | 27,800 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 05/20/2008 | S | 800 | D | \$ 75.2 | 27,000 | D |
| Common Stock | 05/20/2008 | S | 700 | D | \$ 75.18 | 26,300 | D |
| Common Stock | 05/20/2008 | S | 700 | D | \$ 75.17 | 25,600 | D |
| Common Stock | 05/20/2008 | S | 200 | D | \$ 75.16 | 25,400 | D |
| Common Stock | 05/20/2008 | S | 1,400 | D | \$ 75.1664 | 24,000 | D |
| Common Stock | 05/21/2008 | M | 5,000 | A | \$ 16.055 | 29,000 | D |
| Common Stock | 05/21/2008 | S | 245 | D | \$ 76.2701 | 28,755 | D |
| Common Stock | 05/21/2008 | S | 200 | D | \$ 76.27 | 28,555 | D |
| Common Stock | 05/21/2008 | S | 200 | D | \$ 76.24 | 28,355 | D |
| Common Stock | 05/21/2008 | S | 200 | D | \$ 76.21 | 28,155 | D |
| Common Stock | 05/21/2008 | S | 1,100 | D | \$ 76.2 | 27,055 | D |
| Common Stock | 05/21/2008 | S | 1,400 | D | \$ 76.1856 | 25,655 | D |
| Common Stock | 05/21/2008 | S | 155 | D | \$ 76.14 | 25,500 | D |
| Common Stock | 05/21/2008 | S | 100 | D | \$ 76.09 | 25,400 | D |
| Common Stock | 05/21/2008 | S | 1,400 | D | \$ 76.08 | 24,000 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | Code | V | (A) or (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|-----------|------------|------|---|------------------------------------|-------|------------------|-----------------|--------------|----------------------------|
| | | | | | (A) | (D) | | | | |
| Director Stock Option (right-to-buy) | \$ 16.055 | 05/20/2008 | M | | | 5,000 | 12/01/2004 | 05/31/2009 | Common Stock | 15,000 |
| Director Stock Option (right-to-buy) | \$ 16.055 | 05/21/2008 | M | | | 5,000 | 12/01/2004 | 05/31/2009 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOOKER DAVID S 11911 FM 529 HOUSTON, TX 77041 | | X | | |

Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for David S. Hooker
 Date: 05/21/2008

__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).

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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