

HELIX ENERGY SOLUTIONS GROUP INC

Form 3

March 06, 2007

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â MURPHY ROBERT P

(Last) (First) (Middle)

400 N. SAM HOUSTON
PARKWAY E.,Â SUITE 400

(Street)

HOUSTON,Â TXÂ 77060

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/28/2007

3. Issuer Name **and** Ticker or Trading Symbol

HELIX ENERGY SOLUTIONS GROUP INC [HLX]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Executive VP - Oil & Gas

6. Individual or Joint/Group
Filing(Check Applicable Line)☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

186,513 ⁽¹⁾

D

Â

Common Stock

62 ⁽²⁾

I

Held pursuant to 401K

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
MURPHY ROBERT P 400 N. SAM HOUSTON PARKWAY E. SUITE 400 HOUSTON, TX 77060	^	^	^	Executive VP - Oil & Gas	^

Signatures

/s/Michael Overman, by power of attorney
03/06/2007

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Of these shares, 123,890 are restricted stock awards granted effective as of July 1, 2006 pursuant to the Company's 2005 Long Term Incentive Plan. 24,780 shares of restricted stock vest on the first anniversary of the grant. The remaining 99,110 shares of restricted stock vest 60% on the third anniversary of such grant and an additional 20% on each anniversary thereafter; provided that, in the event Mr. Murphy is terminated without "Cause" within the first 3 years, such restricted stock vests 20% on each anniversary.
- (2) Mr. Murphy holds 62 shares through his 401K investment account originally invested in shares of Remington Oil and Gas Corporation ("Remington") and converted into shares of Helix common stock upon the acquisition of Remington by Helix.

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Remarks:

The filing of this statement shall not be deemed an admission that any reporting person is, for purposes of the Securities Exchange Act of 1934, a reporting person.

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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