

HELIX ENERGY SOLUTIONS GROUP INC  
 Form 4  
 March 13, 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 \*  
**KRATZ OWEN E**

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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/12/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**PRESIDENT & CEO**

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 03/12/2008                           |  | P                              |   | 5,000   | A  | \$ 31.41  |
| Common Stock                    | 03/12/2008                           |  | P                              |   | 26,000  | A  | \$ 31.5   |
| Common Stock                    | 03/12/2008                           |  | P                              |   | 3,000   | A  | \$ 31.44  |
| Common Stock                    | 03/12/2008                           |  | P                              |   | 1,000   | A  | \$ 31.35  |
| Common Stock                    | 03/12/2008                           |  | P                              |   | 6,000   | A  | \$ 31.47  |

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|              |            |   |        |   |          |           |   |
|--------------|------------|---|--------|---|----------|-----------|---|
| Common Stock | 03/12/2008 | P | 10,000 | A | \$ 31.48 | 3,731,087 | D |
| Common Stock | 03/12/2008 | P | 12,000 | A | \$ 31.49 | 3,743,087 | D |
| Common Stock | 03/12/2008 | P | 3,000  | A | \$ 31.4  | 3,746,087 | D |
| Common Stock | 03/12/2008 | P | 1,000  | A | \$ 31.32 | 3,747,087 | D |
| Common Stock | 03/12/2008 | P | 2,000  | A | \$ 31.2  | 3,749,087 | D |
| Common Stock | 03/12/2008 | P | 1,000  | A | \$ 31.22 | 3,750,087 | D |
| Common Stock | 03/12/2008 | P | 10,000 | A | \$ 31.45 | 3,760,087 | D |
| Common Stock | 03/10/2008 | P | 2,000  | A | \$ 31.46 | 3,762,087 | D |
| Common Stock | 03/12/2008 | P | 1,000  | A | \$ 31.52 | 3,763,087 | D |
| Common Stock | 03/12/2008 | P | 1,000  | A | \$ 31.51 | 3,764,087 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| KRATZ OWEN E<br>400 N SAM HOUSTON PARKWAY E<br>SUITE 400<br>HOUSTON, TX 77060 | X             |           | PRESIDENT & CEO |       |

## Signatures

/s/ A. Wade Pursell, by power of attorney  
 Date: 03/13/2008

\*\*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) Mr. Kratz also has indirect holdings of 1,000,000 shares owned by Joss Investments Limited Partnership, the general partner of which is an entity that Mr. Kratz controls.

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.