

HELIX ENERGY SOLUTIONS GROUP INC
 Form 4
 January 06, 2015

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 *
 Hall James M

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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2015

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

3505 W SAM HOUSTON PARKWAY N., SUITE 400

(Street)

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

HOUSTON, TX 77043

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/02/2015		A		4,608	A	\$ 0 ⁽¹⁾ 30,765 ⁽²⁾ D
Common Stock	01/05/2015		F		330 ⁽³⁾	D	\$ 21.66 30,435 D
Common Stock	01/05/2015		F		807 ⁽³⁾	D	\$ 21.66 29,628 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)

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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. Amount or Number of Shares
Performance Share Units	(4)	01/02/2015		A	9,216 (5)	(4) (6)	Common Stock	9,216

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hall James M 3505 W SAM HOUSTON PARKWAY N. SUITE 400 HOUSTON, TX 77043			Chief Accounting Officer	

Signatures

/s/ Alisa B. Johnson by power of attorney
Date: 01/06/2015

**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) This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective May 9, 2012) and therefore has no purchase or sales price.
- (2) Includes 2443 shares held through the Company's Employee Stock Purchase Plan of which 455 were acquired on August 29, 2014.
- (3) These shares were forfeited to satisfy tax obligations related to the vesting of the reporting person's restricted stock award.
- (4) Each Performance Share Unit ("PSU") represents the contingent right to receive one share of Company common stock. Actual number of shares upon vesting may range from 0% to 200% dependent on the Company's relative shareholder return as compared to its peer group over a three-year period beginning January 1, 2015 and ending December 31, 2017. The Compensation Committee has the option to pay the value in cash at its discretion.
- (5) Amount reported is 200% of the number of PSUs granted and the maximum number that may be earned.

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(6) Upon payment of the PSUs which shall occur no later than March 15, 2018.

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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