

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-03-19** | Period of Report: **2012-12-31**
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REPORTING OWNER

COLLINS T JAY

CIK: **1240845**

Type: **4/A** | Act: **34** | File No.: **001-10945** | Film No.: **13701408**

Mailing Address

*C/O OCEANEERING
INTERNATIONAL INC
11911 FM 529
HOUSTON TX 77041-3011*

ISSUER

OCEANEERING INTERNATIONAL INC

CIK: **73756** | IRS No.: **952628227** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **1389** Oil & gas field services, nec

Mailing Address

*11911 FM 529
HOUSTON TX 77041*

Business Address

*11911 FM 529
HOUSTON TX 77041
713-329-4500*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person COLLINS T JAY			2. Issuer Name and Ticker or Trading Symbol OCEANEERING INTERNATIONAL INC [OII]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
11911 FM 529			4. If Amendment, Date Original Filed(Month/Day/Year) 02/20/2013					
(Street) HOUSTON, TX 77041-3011								
(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	02/19/2013		E		7,998	D	\$ 0	92,704	D	
Common Stock	12/31/2012		G	V	20,000	D	\$ 0	0	I	By Limited Partnership ⁽¹⁾ (2)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

1. The shares of the issuer were held by a limited partnership, and the reporting person and his wife were the sole members of the limited liability company that served as general partner of such limited partnership, through 12/31/2012.
2. This amendment is being filed to report voluntarily the gift by the reporting person and his wife of all of (i) the limited partnership interests in the limited partnership that owns the issuer's common stock and (ii) their interests in the entity that serves as the general partner of that limited partnership.

Signatures

/s/David K. Lawrence, Attorney-in-Fact for T. Jay Collins

** Signature of Reporting Person

03/19/2013

Date

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

* 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.

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 Number.