Bristow Group Inc Form 4 February 04, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0287

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0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

				2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
	Bristow Group Inc [BRS]					(Check all applicable)						
(Last)	(First) (	Middle)	3. Date of Earliest Transaction									
2103 CITY WEST BLVD., 4TH			(Month/Day/Year) 02/03/2014					X Director 10% Owner Officer (give title Other (specify below)				
FLOOR												
	(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
HOHOMON	Filed(Mor	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
HOUSTON, TX 77042								Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Transaction Date 2A. Deemed (onth/Day/Year) Execution Date, i any (Month/Day/Year)			4. Secur on(A) or D (Instr. 3,	4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	02/03/2014			Code V M	1,825	A	\$ 0	4,054	D			
Common Stock	02/03/2014			F	511	D	\$ 71.18	3,543	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. Transacti Code (Instr. 8)	5. Number action Derivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	(2)	02/03/2014		M		1,825	02/01/2014	02/01/2014	Common Stock	1,825

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CANNON STEPHEN J 2103 CITY WEST BLVD., 4TH FLOOR X HOUSTON, TX 77042

### **Signatures**

/s/ Chip Earle, Attorney-in-Fact 02/04/2014

\*\*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) Restricted Stock Units granted on August 1, 2013 vested into an equal number of shares of common stock 6 months after date of grant.
- (2) The conversion or exercise price of the security is 1 for 1.

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.

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