

PORTER T WILLIAM

Form 4

March 12, 2013

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 *
PORTER T WILLIAM

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)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

700 LOUISIANA STREET, SUITE
3500

03/08/2013

(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 77002-2764

(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	03/08/2013		M		52,800	A \$ 13.91	119,385	D	
Common Stock	03/08/2013		S		200	D \$ 23.47	119,185	D	
Common Stock	03/08/2013		S		700	D \$ 23.48	118,485	D	
Common Stock	03/08/2013		S		1,200	D \$ 23.49	117,285	D	
Common Stock	03/08/2013		S		1,090	D \$ 23.5	116,195	D	

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Common Stock	03/08/2013	S	2,610	D	\$ 23.51	113,585	D
Common Stock	03/08/2013	S	2,100	D	\$ 23.52	111,485	D
Common Stock	03/08/2013	S	1,200	D	\$ 23.53	110,285	D
Common Stock	03/08/2013	S	1,000	D	\$ 23.54	109,285	D
Common Stock	03/08/2013	S	800	D	\$ 23.55	108,485	D
Common Stock	03/08/2013	S	800	D	\$ 23.56	107,685	D
Common Stock	03/08/2013	S	278	D	\$ 23.57	107,407	D
Common Stock	03/08/2013	S	522	D	\$ 23.58	106,885	D
Common Stock	03/08/2013	S	1,000	D	\$ 23.59	105,885	D
Common Stock	03/08/2013	S	300	D	\$ 23.6	105,585	D
Common Stock	03/08/2013	S	300	D	\$ 23.62	105,285	D
Common Stock	03/08/2013	S	400	D	\$ 23.63	104,885	D
Common Stock	03/08/2013	S	1,300	D	\$ 23.64	103,585	D
Common Stock	03/08/2013	S	700	D	\$ 23.65	102,885	D
Common Stock	03/08/2013	S	1,300	D	\$ 23.66	101,585	D
Common Stock	03/08/2013	S	1,600	D	\$ 23.67	99,985	D
Common Stock	03/08/2013	S	5,100	D	\$ 23.68	94,885	D
Common Stock	03/08/2013	S	2,063	D	\$ 23.69	92,822	D
Common Stock	03/08/2013	S	3,300	D	\$ 23.7	89,522	D
Common Stock	03/08/2013	S	2,800	D	\$ 23.71	86,722	D
	03/08/2013	S	3,200	D		83,522	D

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Common Stock					\$ 23.72		
Common Stock	03/08/2013	S	3,900	D	\$ 23.73	79,622	D
Common Stock	03/08/2013	S	1,400	D	\$ 23.74	78,222	D
Common Stock	03/08/2013	S	2,637	D	\$ 23.75	75,585	D
Common Stock	03/08/2013	S	1,900	D	\$ 23.76	73,685	D

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 13.91	03/08/2013		M		52,800		05/11/2006	05/11/2014	Common Stock	52,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PORTER T WILLIAM 700 LOUISIANA STREET SUITE 3500 HOUSTON, TX 77002-2764	X			

Signatures

/s/Margaret C. Fitzgerald by Power of
Attorney

03/12/2013

__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).

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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