

EDWARDS JOHNNY

Form 4

March 12, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 \*  
EDWARDS JOHNNY

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 NORTH SAM HOUSTON  
PARKWAY EAST, SUITE 400

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2013

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP - Oil & Gas

(Street)  
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)
Common Stock	03/08/2013		M	(A) or (D) Amount (1) 32,346 A \$ 0	72,423 (2)	D	
Common Stock	03/08/2013		F	(3) 13,640 D \$ 0	58,783	D	
Common Stock	03/08/2013		F	(4) 10,366 D \$ 0	48,417	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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
Performance Share Unit	\$ 0	03/08/2013		M		32,346		03/08/2013	<u>(5)</u>	Common Stock	32,346

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

EDWARDS JOHNNY  
400 NORTH SAM HOUSTON PARKWAY EAST  
SUITE 400  
HOUSTON, TX 77060

EVP - Oil & Gas

## 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).

- (1) Performance share units granted on January 12, 2012, pursuant to the Company's 2005 Long Term Incentive Plan (as amended and Restated May 9, 2012). Per the terms of Mr. Edwards employment agreement and based upon the performance of the Company relative to its peers, the awards vested and were delivered to Mr. Edwards upon a change in control of Energy Resource Technology GOM, Inc., a former wholly-owned subsidiary of the Company, and Mr. Edwards' termination from the Company.
- (2) Includes 871 shares of common stock acquired under the Company's Employee Stock Purchase Plan.
- (3) These shares were forfeited to satisfy tax obligations related to the vesting of Mr. Edwards' performance share unit.
- (4) These shares were forfeited to satisfy tax obligations related to the vesting of Mr. Edwards' vesting of 29,756 shares of common stock resulting from Mr. Edwards' termination.
- (5) Upon vesting of the performance share unit (if any, depending on the Company's performance relative to its peers).

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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