

HAJDIK LLOYD A

Form 4

May 09, 2013

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAJDIK LLOYD A

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 N. SAM HOUSTON
PARKWAY E., SUITE 400**

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2013

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior VP-Finance & CAO

(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 | 05/08/2013 | | F | (A) or (D) Amount (1) 10,423 | D \$ 0 72,005 | D | |
| Common Stock | 05/08/2013 | | D | (A) or (D) Amount (2) 23,691 | D \$ 0 48,314 | D | |

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

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information contained in this form are not
required to respond unless the form
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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Performance Share Unit | (3) | 05/08/2013 | | D | 25,316 (4) | (3) (3) | Common Stock 25,316 (4) |
| Performance Share Unit | (5) | 05/08/2013 | | D | 19,380 (6) | (5) (5) | Common Stock 19,380 (6) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAJDIK LLOYD A
400 N. SAM HOUSTON PARKWAY E.
SUITE 400
HOUSTON, TX 77060

Senior VP-Finance & CAO

Signatures

/s/Margaret C. Fitzgerald by power of attorney

05/09/2013

**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) These shares were forfeited to satisfy tax obligations related to the vesting of Mr. Hajdik's restricted stock awards.

(2) These shares of restricted stock were forfeited upon Mr. Hajdik's separation from the Company pursuant to the Separation Agreement between Mr. Hajdik and the Company dated April 24, 2013.

(3) Each Performance Share Unit ("PSU") represented a right to receive one share of Company common stock. The actual number of shares upon vesting ranged 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, 2012 and ending December 31, 2014. The amount originally reported was 200% of the number of PSUs granted and the maximum that could have been earned.

(4) These PSUs were forfeited upon Mr. Hajdik's separation from the Company.

(5) Each PSU represented a right to receive one share of Company common stock. The actual number of shares upon vesting ranged 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, 2013 and ending December 31, 2015. The amount originally reported was 200% of the number of PSUs granted and the maximum that could have been earned.

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(6) These PSUs were forfeited upon Mr. Hajdik's separation from the Company.

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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