May John Michael Form 4 February 08, 2011

### 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction 1(b).

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 \* May John Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

(Street)

(State)

(Zip)

Bristow Group Inc [BRS]

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

2000 W. SAM HOUSTON

3. Date of Earliest Transaction

(Month/Day/Year) 02/04/2011

\_X\_\_ Director 10% Owner Other (specify Officer (give title below)

PARKWAY S., SUITE 1700

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HOUSTON, TX 77042

(City)

1.Title of	2. Transaction Date	3.	4. Securities			5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or				Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership		
		•					Following	(Instr. 4)	(Instr. 4)		
					( )		Reported				
					(A)		Transaction(s)				
					or		(Instr. 3 and 4)				
			Code V	Amount	(D)	Price	(msur 5 una 1)				
Common Stock	02/04/2011		M	2,000	A	\$0	2,000	D			
Common Stock	02/08/2010		J(2)	2,000	D	\$0	0	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. 5. Number Transaction Derivative Code Securities (Instr. 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	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock units	(1)	02/04/2011		M	2,000	02/04/2011	02/04/2011	Common Stock	2,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

May John Michael 2000 W. SAM HOUSTON PARKWAY S. SUITE 1700 HOUSTON, TX 77042



### **Signatures**

Randall A. Stafford, Attorney in Fact 02/08/2011

\*\*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) The conversion or exercise price of the security is 1 for 1

Pursuant to an agreement between Mr. May and his employer, Caledonia Investments plc., Mr. May assigns any compensation he (2) receives from the Company, including restricted shares awarded under the Company's stock plans, to Caledonia. Mr. May disclaims beneficial ownership of such shares.

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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