

OCEANEERING INTERNATIONAL INC  
 Form 4  
 August 11, 2005

**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 \*  
 MCEVOY M KEVIN

2. Issuer Name and Ticker or Trading Symbol  
 OCEANEERING INTERNATIONAL INC [OII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 11911 FM 529  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/10/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. Vice President

HOUSTON, TX 77041-3011

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/10/2005		M		15,000 A \$ 24.99	80,000	D
Common Stock	08/10/2005		M		10,000 A \$ 22.9	90,000	D
Common Stock	08/10/2005		S		100 D \$ 44.68	89,900	D
Common Stock	08/10/2005		S		300 D \$ 44.67	89,600	D
Common Stock	08/10/2005		S		100 D \$ 44.66	89,500	D

Edgar Filing: OCEANEERING INTERNATIONAL INC - Form 4

Common Stock	08/10/2005	S	100	D	\$ 44.61	89,400	D
Common Stock	08/10/2005	S	200	D	\$ 44.57	89,200	D
Common Stock	08/10/2005	S	300	D	\$ 44.58	88,900	D
Common Stock	08/10/2005	S	1,700	D	\$ 44.56	87,200	D
Common Stock	08/10/2005	S	900	D	\$ 44.55	86,300	D
Common Stock	08/10/2005	S	500	D	\$ 44.53	85,800	D
Common Stock	08/10/2005	S	5,200	D	\$ 44.5	80,600	D
Common Stock	08/11/2005	S	15,600	D	\$ 44.5	65,000 <sup>(1)</sup>	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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right-to-buy)	\$ 24.99	08/10/2005		M	15,000	<u>(2)</u>	09/12/2007	Common Stock	15,000
Employee Stock Option (Right-to-buy)	\$ 22.9	08/10/2005		M	10,000	<u>(3)</u>	09/17/2008	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCEVOY M KEVIN 11911 FM 529 HOUSTON, TX 77041-3011			Sr. Vice President	

## Signatures

George R Haubenreich Jr., Attorney-in-Fact for Michael Kevin McEvoy	08/11/2005
---------------------------------------------------------------------	------------

\_\_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) Also owns 5306 of Common Stock equivalent in 401(k) plan - Indirect

(2) The options vested in three equal installments on March 13, 2003 (5,000), September 13, 2003 (5,000) and September 13, 2004 (5,000)

(3) The options vested in two equal installments on March 18, 2004 (5,000) and September 18, 2004 (5,000)

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.