

OCEANEERING INTERNATIONAL INC  
 Form 4  
 December 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**HUFF JOHN R**

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

3. Date of Earliest Transaction (Month/Day/Year)  
 12/01/2006

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

(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 77041-3011

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/01/2006		M			25,000	A	\$ 11.45	402,672	D	
Common Stock	12/01/2006		S			4,900	D	\$ 43.5	397,772	D	
Common Stock	12/01/2006		S			100	D	\$ 43.56	397,672	D	
Common Stock	12/01/2006		S			10,000	D	\$ 43.85	387,672	D	
Common Stock	12/01/2006		S			200	D	\$ 43.87	387,472	D	

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Common Stock	12/01/2006	S	4,200	D	\$ 43.89	383,272	D
Common Stock	12/01/2006	S	300	D	\$ 43.9	382,972	D
Common Stock	12/01/2006	S	400	D	\$ 43.91	382,572	D
Common Stock	12/01/2006	S	800	D	\$ 43.92	381,772	D
Common Stock	12/01/2006	S	800	D	\$ 43.93	380,972	D
Common Stock	12/01/2006	S	600	D	\$ 43.94	380,372	D
Common Stock	12/01/2006	S	900	D	\$ 44	379,472	D
Common Stock	12/01/2006	S	300	D	\$ 44.01	379,172	D
Common Stock	12/01/2006	S	100	D	\$ 44.02	379,072	D
Common Stock	12/01/2006	S	400	D	\$ 44.03	378,672	D
Common Stock	12/01/2006	S	1,000	D	\$ 44.05	377,672	D

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 11.45	12/01/2006		M	25,000	(1)	09/17/2008	Common Stock	25,000

(right-to-buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUFF JOHN R 11911 FM 529 HOUSTON, TX 77041-3011	X			

## Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for John R. Huff	12/04/2006
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\_\_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 option vested on September 18, 2006 (25,000)

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.