

LOVOI JOHN

Form 4

September 18, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LOVOI JOHN

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)
09/14/2012

☒ 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 77060

(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/14/2012		M		22,000	A	\$ 8.57	142,378	D	
Common Stock	09/14/2012		S		500	D	\$ 20.5	141,878	D	
Common Stock	09/14/2012		S		1,400	D	\$ 20.51	140,478	D	
Common Stock	09/14/2012		S		700	D	\$ 20.52	139,778	D	
Common Stock	09/14/2012		S		8,400	D	\$ 20.53	131,378	D	

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Common Stock	09/14/2012	S	3,969	D	\$ 20.54	127,409	D
Common Stock	09/14/2012	S	4,600	D	\$ 20.55	122,809	D
Common Stock	09/14/2012	S	131	D	\$ 20.56	122,678	D
Common Stock	09/14/2012	S	1,500	D	\$ 20.57	121,178	D
Common Stock	09/14/2012	S	400	D	\$ 20.58	120,778	D
Common Stock	09/14/2012	S	400	D	\$ 20.59	120,378	D
Common Stock	09/17/2012	M	22,801	A	\$ 8.57	143,179	D
Common Stock	09/17/2012	S	8,801	D	\$ 20.25	134,378	D
Common Stock	09/17/2012	S	1,900	D	\$ 20.26	132,478	D
Common Stock	09/17/2012	S	1,400	D	\$ 20.27	131,078	D
Common Stock	09/17/2012	S	500	D	\$ 20.28	130,578	D
Common Stock	09/17/2012	S	399	D	\$ 20.29	130,179	D
Common Stock	09/17/2012	S	200	D	\$ 20.3	129,979	D
Common Stock	09/17/2012	S	301	D	\$ 20.31	129,678	D
Common Stock	09/17/2012	S	1,300	D	\$ 20.32	128,378	D
Common Stock	09/17/2012	S	4,900	D	\$ 20.33	123,478	D
Common Stock	09/17/2012	S	1,600	D	\$ 20.34	121,878	D
Common Stock	09/17/2012	S	300	D	\$ 20.35	121,578	D
Common Stock	09/17/2012	S	200	D	\$ 20.36	121,378	D
Common Stock	09/17/2012	S	400	D	\$ 20.38	120,978	D
	09/17/2012	S	300	D		120,678	D

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Common Stock					\$ 20.39		
Common Stock	09/17/2012	S	200	D	\$ 20.4	120,478	D
Common Stock	09/17/2012	S	100	D	\$ 20.41	120,378	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock	\$ 8.57	09/14/2012		M	22,000	02/17/2003 02/17/2013	Common Stock 22,000
Common Stock	\$ 8.57	09/17/2012		M	22,801	02/17/2003 02/17/2013	Common Stock 22,801

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LOVOI JOHN
400 N. SAM HOUSTON PARKWAY E.
SUITE 400
HOUSTON, TX 77060

X

Signatures

/s/ Margaret C. Fitzgerald, by Power of Attorney

09/18/2012

**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).

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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