

HELIX ENERGY SOLUTIONS GROUP INC

Form 4

January 06, 2016

**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  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TRIPODO ANTHONY**

(Last) (First) (Middle)

**3505 W SAM HOUSTON  
PARKWAY N., SUITE 400**

(Street)

HOUSTON, TX 77043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**HELIX ENERGY SOLUTIONS  
GROUP INC [HLX]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/04/2016**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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	01/04/2016		A		142,586	A	\$ 0 (1)
Common Stock	01/04/2016		F		2,967 (2)	D	\$ 5.26
Common Stock	01/04/2016		F		1,978 (2)	D	\$ 5.26
Common Stock	01/04/2016		F		1,761 (2)	D	\$ 5.26
Common Stock	01/04/2016		F		3,734 (2)	D	\$ 5.26

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Performance Share Units	(3)	01/04/2016		A	285,172 (4)	(3) (5)	Common Stock 285,172

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

TRIPODO ANTHONY  
3505 W SAM HOUSTON PARKWAY N.  
SUITE 400  
HOUSTON, TX 77043

X

Executive Vice President & CFO

## Signatures

/s/ Alisa B. Johnson by power of attorney

01/06/2016

\*\*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) This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective May 9, 2012) and therefore has no purchase or sales price.

(2) These shares were forfeited to satisfy tax obligations related to the vesting of the reporting person's restricted stock award.

(3) Each Performance Share Unit ("PSU") represents the contingent right to receive one share of Company common stock. Actual number of shares upon vesting may range 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, 2016 and ending December 31, 2018. The Compensation Committee has the option to pay the value in cash at its discretion.

(4) Amount reported is 200% of the number of PSUs granted and the maximum number that may be earned.

(5) Upon payment of the PSUs, which shall occur no later than March 15, 2019.

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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