

HELIX ENERGY SOLUTIONS GROUP INC  
 Form 4  
 January 04, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Staffeldt Erik

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)  
 14 N. FRENCH OAKS CIRCLE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/02/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP - Finance and Accounting

WOODLANDS, TX 77382

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | Code V                                                            | Amount (A) or (D) Price                                                                       |                                                          |                                   |
| Common Stock                    | 01/02/2017                           |                                                    |                                | F                                                                 | 469 <sup>(1)</sup> D \$ 8.82                                                                  | D                                                        |                                   |
| Common Stock                    | 01/03/2017                           |                                                    |                                | A                                                                 | 17,007 A \$ 0 <sup>(2)</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 Securities (Instr. 3 and 4) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount or Number of Shares |
| Performance Share Units                    | (3)                                                    | 01/03/2017                           |                                                    | A                              | 34,014<br>(4)                                                                           | (3)                                                      | (5)                                                           | Common Stock | 34,014                     |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                             |       |
|-------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                     | Other |
| Staffeldt Erik<br>14 N. FRENCH OAKS CIRCLE<br>WOODLANDS, TX 77382 |               |           | VP - Finance and Accounting |       |

## Signatures

/s/ Alisa B. Johnson by power of attorney  
01/04/2017

\*\*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) These shares were forfeited to satisfy tax obligations related to the vesting of the reporting person's restricted stock award.
- (2) This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective January 1, 2017) and therefore has no purchase or sales price.  
Each Performance Share Unit ("PSU") represents the contingent right to receive one share of Company common stock. The actual number of shares upon vesting may range from 0% to 200% dependent on the Company's total shareholder return relative to the total shareholder return of its peer group over a three-year period beginning January 1, 2017 and ending December 31, 2019.
- (3) number of shares upon vesting may range from 0% to 200% dependent on the Company's total shareholder return relative to the total shareholder return of its peer group over a three-year period beginning January 1, 2017 and ending December 31, 2019.
- (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, 2020.

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.