

LOVOI JOHN  
Form 4  
September 20, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
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)  
09/18/2012

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

(Street)  
HOUSTON, TX 77060

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 09/18/2012                           |  | M                              |   | 400 A \$ 8.57   | 120,778  | D   |
| Common Stock                    | 09/18/2012                           |  | S                              |   | 100 D \$ 19.92  | 120,678  | D   |
| Common Stock                    | 09/18/2012                           |  | S                              |   | 300 D \$ 19.93  | 120,378  | D   |
| Common Stock                    | 09/18/2012                           |  | M                              |   | 42,200 A \$ 8.57  | 162,578  | D   |
| Common Stock                    | 09/18/2012                           |  | S                              |   | 13,700 D \$ 19.75   | 148,878  | D   |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 09/18/2012 | S | 2,300 | D | \$ 19.76 | 146,578 | D |
| Common Stock | 09/18/2012 | S | 800   | D | \$ 19.77 | 145,778 | D |
| Common Stock | 09/18/2012 | S | 300   | D | \$ 19.78 | 145,478 | D |
| Common Stock | 09/18/2012 | S | 600   | D | \$ 19.79 | 144,878 | D |
| Common Stock | 09/18/2012 | S | 1,200 | D | \$ 19.8  | 143,678 | D |
| Common Stock | 09/18/2012 | S | 600   | D | \$ 19.81 | 143,078 | D |
| Common Stock | 09/18/2012 | S | 400   | D | \$ 19.82 | 142,678 | D |
| Common Stock | 09/18/2012 | S | 900   | D | \$ 19.83 | 141,778 | D |
| Common Stock | 09/18/2012 | S | 1,000 | D | \$ 19.84 | 140,778 | D |
| Common Stock | 09/18/2012 | S | 1,800 | D | \$ 19.85 | 138,978 | D |
| Common Stock | 09/18/2012 | S | 2,700 | D | \$ 19.86 | 136,278 | D |
| Common Stock | 09/18/2012 | S | 2,200 | D | \$ 19.87 | 134,078 | D |
| Common Stock | 09/18/2012 | S | 2,200 | D | \$ 19.88 | 131,878 | D |
| Common Stock | 09/18/2012 | S | 4,100 | D | \$ 19.89 | 127,778 | D |
| Common Stock | 09/18/2012 | S | 2,100 | D | \$ 19.9  | 125,678 | D |
| Common Stock | 09/18/2012 | S | 1,100 | D | \$ 19.91 | 124,578 | D |
| Common Stock | 09/18/2012 | S | 1,100 | D | \$ 19.92 | 123,478 | D |
| Common Stock | 09/18/2012 | S | 900   | D | \$ 19.93 | 122,578 | D |
| Common Stock | 09/18/2012 | S | 1,200 | D | \$ 19.94 | 121,378 | D |
| Common Stock | 09/18/2012 | S | 500   | D | \$ 19.95 | 120,878 | D |
|              | 09/18/2012 | S | 500   | D |          | 120,378 | D |

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|              |            |  |   |     |       |          |         |   |
|--------------|------------|--|---|-----|-------|----------|---------|---|
| Common Stock |            |  |   |     | \$    |          |         |   |
|              |            |  |   |     | 19.96 |          |         |   |
| Common Stock | 09/19/2012 |  | M | 599 | A     | \$ 8.57  | 120,977 | D |
| Common Stock | 09/19/2012 |  | S | 599 | D     | \$ 19.76 | 120,378 | 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.**

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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  | 09/18/2012                           |  | M                              | 400   | 02/17/2003 02/17/2013                                    | Common Stock 400  |
| Common Stock                               | \$ 8.57  | 09/18/2012                           |  | M                              | 42,200  | 02/17/2003 02/17/2013                                    | Common Stock 42,200   |
| Common Stock                               | \$ 8.57  | 09/19/2012                           |  | M                              | 599   | 02/17/2003 02/17/2013                                    | Common Stock 599  |

## 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

09/20/2012

\_\_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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