

COLLINS T JAY
Form 4/A
June 29, 2006

FORM 4

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

OMB APPROVAL

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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 *
COLLINS T JAY

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President, Chief Exec. Officer

HOUSTON, TX 77041-3011

4. If Amendment, Date Original Filed(Month/Day/Year)
06/02/2006

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 (A) or (D) Price			
Common Stock	03/28/2006		G	V 200 D \$ 0	146,050 ⁽²⁾	D	
Common Stock	05/18/2006		G	V 300 D \$ 0	145,750 ⁽²⁾	D	
Common Stock	06/01/2006		M	7,500 A \$ 37.27	153,250	D	
Common Stock	06/01/2006		S	200 D \$ 77.78	153,050	D	
Common Stock	06/01/2006		S	550 D \$ 77.6	152,500	D	

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Common Stock	06/01/2006	S	150	D	\$ 77.68	152,350	D
Common Stock	06/01/2006	S	350	D	\$ 77.55	152,000	D
Common Stock	06/01/2006	S	1,000	D	\$ 77.57	151,000	D
Common Stock	06/01/2006	S	250	D	\$ 77.65	150,750	D
Common Stock	06/01/2006	S	250	D	\$ 77.5	150,500	D
Common Stock	06/01/2006	S	250	D	\$ 77.34	150,250	D
Common Stock	06/01/2006	S	250	D	\$ 77.53	150,000	D
Common Stock	06/01/2006	S	900	D	\$ 77.3	149,100	D
Common Stock	06/01/2006	S	400	D	\$ 77.29	148,700	D
Common Stock	06/01/2006	S	100	D	\$ 77.32	148,600	D
Common Stock	06/01/2006	S	100	D	\$ 77.28	148,500	D
Common Stock	06/01/2006	S	50	D	\$ 77.35	148,450	D
Common Stock	06/01/2006	S	100	D	\$ 77.54	148,350	D
Common Stock	06/01/2006	S	400	D	\$ 77.7	147,950	D
Common Stock	06/01/2006	S	400	D	\$ 77.66	147,550	D
Common Stock	06/01/2006	S	100	D	\$ 77.59	147,450	D
Common Stock	06/01/2006	S	100	D	\$ 77.69	147,350	D
Common Stock	06/01/2006	S	100	D	\$ 77.78	147,250	D
Common Stock	06/01/2006	S	500	D	\$ 77.72	146,750	D
Common Stock	06/01/2006	S	100	D	\$ 77.69	146,650	D
	06/01/2006	S	500	D		146,150	D

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).
- All numbers of shares and per share prices are shown without adjustment for a two-for-one stock split to be effected by means of a stock distribution with a record date of May 25, 2006 and distribution date of June 16, 2006, because ex-distribution trading has been deferred until June 19, 2006.
- (1)
 - (2) Gifts were made prior to the two-for-one stock split.

Remarks:

On the original filing made on June 2, 2006, inadvertently put date of earliest transaction in Box 3 as March 28, 2006 which tr

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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