

DUROC-DANNER BERNARD J
 Form 4
 April 01, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 DUROC-DANNER BERNARD J

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2011

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

515 POST OAK BOULEVARD, SUITE 600

(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 77027

(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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	03/31/2011		M	(1) A	\$ 88,000 12.18	210,939	D
Common Stock	03/31/2011		S	D	\$ 4,794 17.22	206,145	D
Common Stock	03/31/2011		S	D	\$ 15,006 17.23	191,139	D
Common Stock	03/31/2011		S	D	\$ 6,500 17.24	184,639	D
Common Stock	03/31/2011		S	D	\$ 6,100 17.25	178,539	D

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Common Stock	03/31/2011	S	6,100	D	\$ 17.26	172,439	D
Common Stock	03/31/2011	S	1,200	D	\$ 17.27	171,239	D
Common Stock	03/31/2011	S	1,200	D	\$ 17.28	170,039	D
Common Stock	03/31/2011	S	2,500	D	\$ 17.29	167,539	D
Common Stock	03/31/2011	S	400	D	\$ 17.3	167,139	D
Common Stock	03/31/2011	S	1,100	D	\$ 17.31	166,039	D
Common Stock	03/31/2011	S	600	D	\$ 17.32	165,439	D
Common Stock	03/31/2011	S	600	D	\$ 17.33	164,839	D
Common Stock	03/31/2011	S	5,700	D	\$ 17.34	159,139	D
Common Stock	03/31/2011	S	9,700	D	\$ 17.35	149,439	D
Common Stock	03/31/2011	S	1,700	D	\$ 17.36	147,739	D
Common Stock	03/31/2011	S	4,400	D	\$ 17.37	143,339	D
Common Stock	03/31/2011	S	3,400	D	\$ 17.38	139,939	D
Common Stock	03/31/2011	S	2,800	D	\$ 17.39	137,139	D
Common Stock	03/31/2011	S	2,800	D	\$ 17.4	134,339	D
Common Stock	03/31/2011	S	1,800	D	\$ 17.41	132,539	D
Common Stock	03/31/2011	S	1,400	D	\$ 17.42	131,139	D
Common Stock	03/31/2011	S	2,700	D	\$ 17.43	128,439	D
Common Stock	03/31/2011	S	1,900	D	\$ 17.44	126,539	D
Common Stock	03/31/2011	S	400	D	\$ 17.45	126,139	D
	03/31/2011	S	2,200	D		123,939	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).

(1) This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan and therefore has no purchase or sales price. This restricted stock award was received in lieu of quarterly fees related to the reporting person's services on the Company's Board of Directors.

(2) The option, representing a right to purchase a total of 88,000 shares, became exercisable in five equal annual installments beginning on February 25, 2005, which was the first anniversary of the date on which the option was granted.

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.