

EDWARDS JOHNNY
Form 4
March 12, 2013

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 *
EDWARDS JOHNNY

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 NORTH SAM HOUSTON PARKWAY EAST, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - Oil & Gas

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 Ownership (Instr. 4)
Common Stock	03/08/2013		M	(A) Amount 32,346 (1)	\$ 0 72,423 (2)	D	
Common Stock	03/08/2013		F	(D) Amount 13,640 (3)	\$ 0 58,783	D	
Common Stock	03/08/2013		F	(D) Amount 10,366 (4)	\$ 0 48,417	D	

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
Performance Share Unit	\$ 0	03/08/2013		M	32,346	03/08/2013 (5)	Common Stock	32,346

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDWARDS JOHNNY 400 NORTH SAM HOUSTON PARKWAY EAST SUITE 400 HOUSTON, TX 77060			EVP - Oil & Gas	

Signatures

/s/Margaret C. Fitzgerald by Power of Attorney
Date: 03/12/2013

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) Performance share units granted on January 12, 2012, pursuant to the Company's 2005 Long Term Incentive Plan (as amended and Restated May 9, 2012). Per the terms of Mr. Edwards employment agreement and based upon the performance of the Company relative to its peers, the awards vested and were delivered to Mr. Edwards upon a change in control of Energy Resource Technology GOM, Inc., a former wholly-owned subsidiary of the Company, and Mr. Edwards' termination from the Company.
 - (2) Includes 871 shares of common stock acquired under the Company's Employee Stock Purchase Plan.
 - (3) These shares were forfeited to satisfy tax obligations related to the vesting of Mr. Edwards' performance share unit.
 - (4) These shares were forfeited to satisfy tax obligations related to the vesting of Mr. Edwards' vesting of 29,756 shares of common stock resulting from Mr. Edwards' termination.
 - (5) Upon vesting of the performance share unit (if any, depending on the Company's performance relative to its peers).

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.