

HELIX ENERGY SOLUTIONS GROUP INC
 Form 3
 May 11, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Sparks Scott Andrew (Last) (First) (Middle) 3505 W SAM HOUSTON PARKWAY N. STE. 400 (Street) HOUSTON, TX 77043 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/11/2015 | 3. Issuer Name and Ticker or Trading Symbol HELIX ENERGY SOLUTIONS GROUP INC [HLX] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP - Operations | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 27,694 ⁽¹⁾ | D | ∆ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-------------------------|---------------------|--------------------|-----------------------------------|----------------------------------|
| Performance Share Units | Â (2) | Â (3) | Common Stock 11,520 (4) \$ (2) | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sparks Scott Andrew 3505 W SAM HOUSTON PARKWAY N. STE. 400 HOUSTON, TX 77043 | Â | Â | Â EVP - Operations | Â |

Signatures

/s/ Alisa B. Johnson by power of attorney 05/11/2015

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 1,985 shares purchased through the Company's Employee Stock Purchase Plan.
Each PSU represents a right to receive one share of Company common stock. The actual number of shares upon vesting ranges from 0% to 200% dependent on the Company's relative shareholder return as compared to its peer group over a three-year period beginning
- (2) January 1, 2015 and ending December 31, 2017. The amount reported is 200% of the number of PSUs granted and the maximum that can be earned.
- (3) Upon payment of the PSUs, which shall occur no later than March 15, 2018.
- (4) Amount reported is 200% of the number of PSUs granted and the maximum number that may be earned.

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.