

Staffeldt Erik
Form 4
January 04, 2019

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 *
Staffeldt Erik

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)
3505 W. SAM HOUSTON PARKWAY N., SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President & CFO

(Street)
HOUSTON, TX 77043

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/02/2019		A		99,353	A	\$ 0 (1)
Common Stock	01/02/2019		F		7,403 (2)	D	\$ 5.41
Common Stock	01/03/2019		F		2,532 (3)	D	\$ 5.71

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

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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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Share Units	(4)	01/02/2019		A	198,706 (5)	(4) (6)	Common Stock 198,706

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Staffeldt Erik
3505 W. SAM HOUSTON PARKWAY N.
SUITE 400
HOUSTON, TX 77043

Senior Vice President & CFO

Signatures

/s/ Alisa B. Johnson by power of attorney

01/04/2019

**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) This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective January 1, 2017) and therefore has no purchase or sales price.

(2) These shares were forfeited to satisfy tax obligations related to the vesting of the reporting person's 2018 restricted stock award.

(3) These shares were forfeited to satisfy tax obligations related to the vesting of the reporting person's 2017 restricted stock award.

(4) Each Performance Share Unit ("PSU") represents the contingent right to receive one share of Company common stock. Actual number of shares upon vesting may range from 0% to 200% dependent on the Company's relative shareholder return as compared to its peer group over a three-year period beginning January 1, 2019 and ending December 31, 2021.

(5) Amount reported is 200% of the number of PSUs granted and the maximum number that may be earned.

(6) Upon payment of the PSUs, which shall occur no later than March 15, 2022.

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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