MCEVOY M KEVIN

Form 4

November 12, 2004

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per 0.5 response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCEVOY M KEVIN			2. Issuer Name and Ticker or Trading Symbol OCEANEERING INTERNATIONAL INC [OII]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 11911 FM 529	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/10/2004	Director 10% Owner _X_ Officer (give title Other (specify below) Sr. Vice President		
	Filed(Month/Day/Year) App		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON, TX 77041-3011				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit onor Dispos (Instr. 3,	ed of (` ′	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/10/2004		M	10,000	A	\$ 14.375	105,870	D	
Common Stock	11/10/2004		S	19,200	D	\$ 35.95	86,670	D	
Common Stock	11/10/2004		S	300	D	\$ 36.08	86,370	D	
Common Stock	11/10/2004		S	200	D	\$ 36.09	86,170	D	
Common Stock	11/10/2004		S	300	D	\$ 36.16	85,870	D	

Edgar Filing: MCEVOY M KEVIN - Form 4

Common Stock	11/10/2004	S	400	D	\$ 36.21 85,470	D
Common Stock	11/10/2004	S	100	D	\$ 36.22 85,370 (1)	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
Employee Stock Option (Right-to-Buy)	\$ 14.375	11/10/2004		M	10,000	(2)	08/16/2005	Common Stock	10,

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MCEVOY M KEVIN							

11911 FM 529 HOUSTON, TX 77041-3011

Sr. Vice President

Signatures

George R Haubenreich Jr., Attorney-in-Fact for Michael Kevin McEvoy

11/12/2004

Date

**Signature of Reporting Person

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) Also owns 5,404 of Common Stock equivalent in 401(k) plan Indirect
- (2) The options vested in four equal installments on February 17, 2001, August 17, 2001, 2002 and 2003

Reporting Owners 2

Edgar Filing: MCEVOY M KEVIN - Form 4

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.