

ZACHARY JOHN L  
Form 4/A  
June 29, 2006

# 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 \*  
ZACHARY JOHN L

2. Issuer Name and Ticker or Trading Symbol  
OCEANEERING  
INTERNATIONAL INC [OII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
11911 FM 539  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/02/2006

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

HOUSTON, TX 77041

4. If Amendment, Date Original Filed (Month/Day/Year)  
06/02/2006

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                    | 06/02/2006                           |  | I                              | 2,308 D \$ 81.03  | 561 <sup>(1)</sup>  | I  | by 401(k) Plan                    |
| Common Stock                    | 06/02/2006                           |  | S                              | 2,500 D \$ 80.46  | 16,950  | D  |                                   |
| Common Stock                    | 06/02/2006                           |  | S                              | 300 D \$ 80.47  | 16,650  | D  |                                   |
| Common Stock                    | 06/02/2006                           |  | S                              | 200 D \$ 80.48  | 16,450  | D  |                                   |
| Common Stock                    | 06/02/2006                           |  | S                              | 750 D \$ 80.5   | 15,700 <sup>(2)</sup>   | D  |                                   |

# Edgar Filing: ZACHARY JOHN L - Form 4/A

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.

SEC 1474  
(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |                            |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|----------------------------|--|
|  |  |                                      |  |                                |   |  | Date Exercisable  | Expiration Date                            | Title   | Amount or Number of Shares |  |
|  |  |                                      |  |                                |   |  | Code  | V  | (A)   | (D)                        |  |

## Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |         |            |
|---|---------------|-----------|---------|------------|
|   | Director      | 10% Owner | Officer | Other      |
| ZACHARY JOHN L<br>11911 FM 539<br>HOUSTON, TX 77041 |               |           |         | Controller |

## Signatures

George R. Haubenreich, Jr., Attorney-in-Fact for John L. Zachary  
06/29/2006  
\*\*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).  
Represents shares of Common Stock Equivalents. Numbers of shares, per share prices and number of common stock equivalents are shown without adjustment for a two-for-one stock split to be effected by means of a stock distribution with a record date of May 25, 2006 and distribution date of June 16, 2006, because ex-distribution trading has been deferred until June 19, 2006.  
All numbers of shares and per share prices are shown without adjustment for a two-for-one stock split to be effected by means of a stock distribution with a record date of May 25, 2006 and distribution date of June 16, 2006, because ex-distribution trading has been deferred until June 19, 2006.

### Remarks:

Edgar Filing: ZACHARY JOHN L - Form 4/A

On the original filing made on June 2, 2006, inadvertently put date of earliest transaction in Box 3 as June 1, 2006. The date of

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.