

LOVOI JOHN  
Form 4  
September 20, 2012

**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 \*  
LOVOI JOHN

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)

3. Date of Earliest Transaction (Month/Day/Year)  
09/18/2012

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

400 N. SAM HOUSTON PARKWAY E., SUITE 400

(Street)

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

HOUSTON, TX 77060

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	09/18/2012		M		400	\$ 8.57	120,778 D
Common Stock	09/18/2012		S		100	\$ 19.92	120,678 D
Common Stock	09/18/2012		S		300	\$ 19.93	120,378 D
Common Stock	09/18/2012		M		42,200	\$ 8.57	162,578 D
Common Stock	09/18/2012		S		13,700	\$ 19.75	148,878 D

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Common Stock	09/18/2012	S	2,300	D	\$ 19.76	146,578	D
Common Stock	09/18/2012	S	800	D	\$ 19.77	145,778	D
Common Stock	09/18/2012	S	300	D	\$ 19.78	145,478	D
Common Stock	09/18/2012	S	600	D	\$ 19.79	144,878	D
Common Stock	09/18/2012	S	1,200	D	\$ 19.8	143,678	D
Common Stock	09/18/2012	S	600	D	\$ 19.81	143,078	D
Common Stock	09/18/2012	S	400	D	\$ 19.82	142,678	D
Common Stock	09/18/2012	S	900	D	\$ 19.83	141,778	D
Common Stock	09/18/2012	S	1,000	D	\$ 19.84	140,778	D
Common Stock	09/18/2012	S	1,800	D	\$ 19.85	138,978	D
Common Stock	09/18/2012	S	2,700	D	\$ 19.86	136,278	D
Common Stock	09/18/2012	S	2,200	D	\$ 19.87	134,078	D
Common Stock	09/18/2012	S	2,200	D	\$ 19.88	131,878	D
Common Stock	09/18/2012	S	4,100	D	\$ 19.89	127,778	D
Common Stock	09/18/2012	S	2,100	D	\$ 19.9	125,678	D
Common Stock	09/18/2012	S	1,100	D	\$ 19.91	124,578	D
Common Stock	09/18/2012	S	1,100	D	\$ 19.92	123,478	D
Common Stock	09/18/2012	S	900	D	\$ 19.93	122,578	D
Common Stock	09/18/2012	S	1,200	D	\$ 19.94	121,378	D
Common Stock	09/18/2012	S	500	D	\$ 19.95	120,878	D
	09/18/2012	S	500	D		120,378	D

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Common Stock					\$			
					19.96			
Common Stock	09/19/2012		M	599	A	\$ 8.57	120,977	D
Common Stock	09/19/2012		S	599	D	\$ 19.76	120,378	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock	\$ 8.57	09/18/2012		M	400	02/17/2003 02/17/2013	Common Stock 400
Common Stock	\$ 8.57	09/18/2012		M	42,200	02/17/2003 02/17/2013	Common Stock 42,200
Common Stock	\$ 8.57	09/19/2012		M	599	02/17/2003 02/17/2013	Common Stock 599

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

LOVOI JOHN  
400 N. SAM HOUSTON PARKWAY E.  
SUITE 400  
HOUSTON, TX 77060

X

## Signatures

/s/ Margaret C. Fitzgerald, by Power of  
Attorney

09/20/2012

\_\_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).

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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