

MIGURA MARVIN J
 Form 4
 November 22, 2004

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 *
 MIGURA MARVIN J

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 529
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/19/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP; CFO

HOUSTON, TX 77041-3011

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	11/19/2004		M	V	10,000	A	\$ 23.82	88,050	D	
Common Stock	11/19/2004		S		1,900	D	\$ 37.48	86,150	D	
Common Stock	11/19/2004		S		2,600	D	\$ 37.65	83,550	D	
Common Stock	11/19/2004		S		1,200	D	\$ 37.66	82,350	D	
Common Stock	11/19/2004		S		800	D	\$ 37.67	81,550	D	

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Common Stock	11/19/2004	S	800	D	\$ 37.68	80,750	D
Common Stock	11/19/2004	S	700	D	\$ 37.69	80,050	D
Common Stock	11/19/2004	S	400	D	\$ 37.7	79,650	D
Common Stock	11/19/2004	S	400	D	\$ 37.72	79,250	D
Common Stock	11/19/2004	S	200	D	\$ 37.73	79,050	D
Common Stock	11/19/2004	S	100	D	\$ 37.74	78,950	D
Common Stock	11/19/2004	S	900	D	\$ 37.8	78,050	D

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 23.82	11/19/2004		M	10,000	<u>(1)</u> 05/31/2006	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIGURA MARVIN J 11911 FM 529			Sr VP; CFO	

HOUSTON, TX 77041-3011

Signatures

George R Haubenreich Jr., Attorney-in-Fact for Marvin J.
Migura

11/22/2004

 **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) The options vested on December 1, 2001 and June 1, 2002

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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