FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<u> </u>	
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI	IΡ

l	OMB APPRO	IVAL				
	OMB Number:	3235-0287				
l	Estimated average burd	en				
l	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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Citro   HOUSTON   TX   77060   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   Security (Instr. 3)   Derivative   Derivative   Derivative   Derivative   Derivative   Derivative   Securities   Derivative   Securities   Derivative   Securities	Name and Address of Reporting Person*  RASK JAN A						2. Issuer Name and Ticker or Trading Symbol HELIX ENERGY SOLUTIONS GROUP INC [ HLX ]										all app	olicable) ctor		Owner	
Citro   HOUSTON   TX   77060   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   Security (Instr. 3)   Derivative   Derivative   Derivative   Derivative   Derivative   Derivative   Securities   Derivative   Securities   Derivative   Securities	400 NORTH SAM HOUSTON PARKWAY EAST							·													
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  4. Securities Denetically Owned (Instr. 4)  5. Amount of Securities Denetically Owned (Instr. 4)  7. Title of Derivative Securities Securities  2. Conversion or Exercise Price of Date (Month/Day/Year)  8. Price of Derivative Securities Denetically Owned (Month/Day/Year)  9. Number of Derivative Securities Denetically Owned (Month/Day/Year)  9. Number of Derivative Securities Denetically Owned (Month/Day/Year)  10. Ownership Securities Denetically Owned (Month/Day/Year)  11. Nature of Derivative Securities Denetically Owned (Month/Day/Year)  12. Nature of Derivative Securities Denetically Owned (Instr. 4)  13. Nature of Derivative Securities Denetically Owned (Instr. 4)  14. Securities Acquired (A) or Price of Tansaction (S) (Instr. 4)  15. Nature of Derivative Securities Denetically Owned (Instr. 4)  16. Owner ship Securities Denetically Owned (Instr. 4)  17. Nature of Derivative Securities Denetically Owned (Instr. 4)  18. Owner ship Security (Instr. 3)  19. Number of Derivative Securities Deneti	(Street) HOUSTON TX 77060						4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by One Reporting Person Form filed by More than One Reporting					
Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Instr. 3)   Code (Instr. 4)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Common Stock  12/06/2012  A 11,031 A \$0.00(1) 14,570 D  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 Security Security Security Security (Instr. 3)  (Instr. 3)  Amount (A) or Price (Transaction (s) (Instr. 3 and 4)  1. Title of Date (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year)  Date (Month/Day/Year)  Amount of Securities Derivative Securities (Month/Day/Year)  Amount of Derivative Securities Derivative Securities (Instr. 3)  Amount of Date (Month/Day/Year)  Amount of Securities Derivative Securities Derivative Securities (Instr. 4)  Amount of Derivative Securities Derivative Securities (Instr. 4)  Amount of Date (Instr. 3)  Amount of Date (Instr. 3)  Amount of Date (Instr. 4)  Amount of Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Securities Derivative Security (Instr. 4)  Amount of Date (Instr. 4)  Amount of Date (Instr. 4)  Amount of Derivative Securities	Date						Execution ay/Year) if any			Transa Code	Transaction Disposed Code (Instr. 5)		ies Aco Of (D)	(A) or 3, 4 an	4 and Secu Bene Own Repo		ities icially d Following	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
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)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction Date Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Operivative Securities And Expiration Date (Month/Day/Year)  Derivative Security (Instr. 3)  Reported Transaction(s) (Instr. 4)  10. Ownership Form: Direct (D) Or Indirect (I) (Instr. 4)  Price of Derivative Security (Instr. 3)  Reported Transaction(s) (Instr. 4)											v	Amount					Price		action(s)	(111341. 4)	
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Derivative Security (Instr. 3)  Instruction Securities (Instr. 4)  Instruction Security (Instr. 5)																					
	Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Execution Date (Month/Day/Year) Execution Date (Month/Day/Year) (Month/Day/Year)				Date,	Transaction Code (Instr.		of Derive Security Acquer (A) or Disposof (D) (Instr	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			e Amount of Securities Underlying Derivative Security (Instr. and 4)			ount	Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

## **Explanation of Responses:**

1. This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective May 9, 2012) and therefore has no purchase or sales price.

## Remarks:

/s/ Margaret C. Fitzgerald by

12/06/2012

Power of Attorney \*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.

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 Number.