

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>LOVOI JOHN</u> (Last) (First) (Middle) 400 N. SAM HOUSTON PARKWAY E. SUITE 400 (Street) HOUSTON TX 77060 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HELIX ENERGY SOLUTIONS GROUP INC [HLX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/18/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Stock	09/18/2012		M		400	A	\$8.57	120,778	D	
Common Stock	09/18/2012		S		100	D	\$19.92	120,678	D	
Common Stock	09/18/2012		S		300	D	\$19.93	120,378	D	
Common Stock	09/18/2012		M		42,200	A	\$8.57	162,578	D	
Common Stock	09/18/2012		S		13,700	D	\$19.75	148,878	D	
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	
Common Stock	09/18/2012		S		500	D	\$19.96	120,378	D	
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	

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)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	\$8.57	09/18/2012		M	02/17/2003 02/17/2013	Common Stock 400	\$8.57	42,799	D	
Common Stock	\$8.57	09/18/2012		M	02/17/2003 02/17/2013	Common Stock 42,200	\$8.57	599	D	
Common Stock	\$8.57	09/19/2012		M	02/17/2003 02/17/2013	Common Stock 599	\$8.57	0	D	

Explanation of Responses:

Remarks:

/s/ Margaret C. Fitzgerald, by 09/20/2012
Power of Attorney

** Signature of Reporting Person Date

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

* 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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