

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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

<div>1. Name and Address of Reporting Person*</div> <div>Staffeldt Erik</div> <div>(Last) (First) (Middle)</div> <div>3505 W. SAM HOUSTON PARKWAY N.</div> <div>SUITE 400</div> <div>(Street)</div> <div>HOUSTON TX 77043</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>HELIX ENERGY SOLUTIONS GROUP INC</div> <div>[HLX]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>01/02/2022</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director 10% Owner</div> <div>X Officer (give title below) Other (specify below)</div> <div>Executive Vice President & CFO</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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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	01/02/2022		F		14,788 ⁽¹⁾	D	\$3.12	228,407	D	
Common Stock	01/02/2022		F		7,322 ⁽²⁾	D	\$3.12	221,085	D	
Common Stock	01/04/2022		M		35,714	A	⁽³⁾	256,799	D	
Common Stock	01/04/2022		D		35,714 ⁽⁴⁾	D	\$3.12	221,085	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)	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 Securities 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	⁽³⁾	01/04/2022		M			35,714	⁽³⁾	⁽⁵⁾	Common Stock	35,714	\$0.00	71,429	D	
Restricted Stock Units	⁽⁶⁾	01/04/2022		A		172,276		⁽⁶⁾	⁽⁷⁾	Common Stock	172,276	\$0.00	172,276	D	
Performance Share Units	⁽⁸⁾	01/04/2022		A		344,551 ⁽⁹⁾		⁽⁸⁾	⁽¹⁰⁾	Common Stock	344,551	\$0.00	344,551	D	

Explanation of Responses:

1. These shares were forfeited to satisfy tax obligations related to the vesting of the pro rata portion of the reporting person's 2019 restricted stock award.
2. These shares were forfeited to satisfy tax obligations related to the vesting of the pro rata portion of the reporting person's 2020 restricted stock award.
3. Each Restricted Stock Unit ("2021 RSU") represents the contingent right to receive one share of Company common stock. Forfeiture restrictions lapsed with respect to one-third of the grant of the 2021 RSUs on January 4, 2022. Forfeiture restrictions with respect to an additional one-third of the grant will lapse on January 4, 2023 and the remaining one-third of the grant on January 4, 2024.
4. The Compensation Committee of the Company's Board of Directors elected to pay in cash the value of the 2021 RSUs for which forfeiture restrictions lapsed.
5. Upon lapse of the forfeiture restrictions of the 2021 RSUs.
6. This Restricted Stock Unit ("2022 RSU") award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective May 15, 2019, the "LTIP") and each 2022 RSU represents the contingent right to receive one share of Company common stock. Forfeiture restrictions will lapse with respect to the RSUs granted on the basis of one-third of the grant on January 4, 2023, an additional one-third of the grant on January 4, 2024 and the remaining one-third of the grant on January 4, 2025. Upon each vesting, the Compensation Committee of the Company's Board of Directors has the option to pay the value in cash at its discretion.
7. Upon lapse of the forfeiture restrictions of the 2022 RSUs.
8. This Performance Share Unit ("PSU") award was granted pursuant to the LTIP and each PSU represents the contingent right to receive one share of Company common stock. Actual number of shares upon vesting may range from 0% to 200% dependent on the Company's performance over a three-year period beginning January 1, 2022 and ending December 31, 2024. Upon vesting, the Compensation Committee of the Company's Board of Directors has the option to pay the value in cash at its discretion.
9. Amount reported is 200% of the number of PSUs granted and the maximum number that may be earned.
10. Upon payment of the PSUs, which shall occur no later than March 15, 2025.

Remarks:

Ken Neikirk by power of attorney

01/04/2022

** 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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