

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>KRATZ OWEN E</u> (Last) (First) (Middle) <u>3505 W SAM HOUSTON PARKWAY N.</u> <u>SUITE 400</u> (Street) <u>HOUSTON TX 77043</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) PRESIDENT & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/02/2021		F		29,514 ⁽¹⁾	D	\$4.2	7,042,330	D	
Common Stock	01/02/2021		F		38,793 ⁽²⁾	D	\$4.2	7,003,537	D	
Common Stock	01/02/2021		F		24,518 ⁽³⁾	D	\$4.2	6,979,019	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
Restricted Stock Units	(4)	01/04/2021		A		130,952		(4)	(5)	Common Stock	130,952	\$0.00	130,952	D	
Performance Share Units	(6)	01/04/2021		A		261,904 ⁽⁷⁾		(6)	(8)	Common Stock	261,904	\$0.00	261,904	D	

Explanation of Responses:

- These shares were forfeited to satisfy tax obligations related to the vesting of the pro rata portion of the reporting person's 2018 restricted stock award.
- 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.
- 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.
- This Restricted Stock Unit ("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 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 33% of the grant on January 1, 2022, 66% of the grant on January 1, 2023 and 100% of the grant on January 1, 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.
- Upon lapse of the forfeiture restrictions of the RSUs.
- 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, 2021 and ending December 31, 2023. Upon vesting, the Compensation Committee of the Company's Board of Directors has the option to pay the value in cash at its discretion.
- Amount reported is 200% of the number of PSUs granted and the maximum number that may be earned.
- Upon payment of the PSUs, which shall occur no later than March 15, 2024.

Remarks:

Ken Neikirk by power of attorney 01/05/2021

** 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.

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.