FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	

3235-0287 OMB Number: 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).

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

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Inc.   H.x	1. Name and Address of Reporting Person*						2. Issuer Name <b>and</b> Ticker or Trading Symbol HELIX ENERGY SOLUTIONS GROUP									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
A Date of Earliest Transaction (Mortifi)Day/Year)	<u>KRAIZ OWEN E</u>																				
All Famendment, Date of Original Filed (Month/Day/Year)   All famendment	(Last) (First) (Middle)																				
A fil Amendment, Date of Original Field (Month/Day/Year)   City   State   City   Cit	400 N SAM HOUSTON PARKWAY E						' ' ' I RESIDENT & CEO														
Common Stock	SUITE 400								5.				0.4	`			1:40	F. (OL. 1			
Table   - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Fertion   Table   - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Fertion   Table   - Non-Derivative Securities Acquired (A) or Derivative Securities Security S	(Street)						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 Decivity (Instr. 3)   2. Deemed Decivity (Instr. 4)   2. Decivity (I	· · ·														X		•	, ,			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   1. Title of Security (Instr. 3)   Data	(Cital) (Ctata) (7:5)																	e man one rrep	Jording		
2- Transaction Brown   2- Transaction   2- Transacti	(City)	(31			n Doris	, otivo	Soo	uritio	- Λο	nuirod	Die	nocod o	f or	Dono	ficially	, Own					
Date   Month/Day/Year   Park	1 Title of S																				
Code   V   Amount   (A) or   Price   Reported   Repor	I. Title Of S	ecurity (mst	3)		Date		Execution Date, if any			Transa Code (		Disposed	Disposed Of (D) (Instr. 3, 4 a				ities icially	Form: Direct	of Indirect Beneficial		
Common Stock							(N	(Month/Day/Year)				<u> </u>		(A) or		Repor	rted	(I) (Instr. 4)			
Common Stock							$\perp$			Code	٧	Amount	í	5) 01	Price	(Instr.	3 and 4)				
Common Stock	Common	Stock			06/24	4/2009	2009			P		4,000 A		\$9.62	4,234,590(1)		D				
Common Stock	Common	Stock			06/24	)6/24/2009						4,000 A		A	\$9.64	.64 4,238,590(1)		D			
Common Stock	Common	Stock			06/24	4/2009			P		4,000		A	\$9.68	4,2	42,590 <sup>(1)</sup>	D				
Common Stock	Common Stock 06					6/24/2009				P		2,000		A	\$9.69	4,2	44,590(1)	D			
Common Stock   06/24/2009   P   5,000   A   \$9.75   4,254,190(1)   D	Common Stock 00					06/24/2009				P		700		A	\$9.72 4,		45,290 <sup>(1)</sup>	D			
Common Stock	Common Stock 06					06/24/2009						3,900		A	\$9.74 4,24		49,190 <sup>(1)</sup>	D			
Common Stock   06/24/2009   P   24,000   A   \$9.93   4,281,090(1)   D	Common Stock 06					06/24/2009						5,000		A	\$9.75		54,190 <sup>(1)</sup>	D			
Common Stock   06/24/2009   P   12,000   A   \$9.94   4,293,090(1)   D	Common Stock 06/2					4/2006	5			P		2,900		A	<b>\$9.91</b>	4,2	57,090 <sup>(1)</sup>	D			
Common Stock   06/24/2009   P   10,000   A   \$9.95   4,297,840(1)   D	Common Stock 06/24/					4/2009	)			P		24,000	0	A	\$9.93	4,281,090(1)		D			
Common Stock  06/24/2009  P 19,000 A \$9.96 4,307,840 <sup>(1)</sup> D  Common Stock  06/24/2009  P 19,000 A \$9.97 4,326,840 <sup>(1)</sup> D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Instr. 3)  Conversion (Month/Day/Year)  3. Transaction Date Execution Date, if any (Month/Day/Year)  (Instr. 3)  Date  Date  Execurity Securities (Instr. 3)  Amount of Derivative Securities (Instr. 3)  Amount of Derivative Securities (Instr. 4)  Date  Exercisable and Execution Date (Month/Day/Year)  Amount of Derivative Securities (Instr. 4)  Amount of Number of Derivative Securities Securities (Instr. 4)  Date Expiration Date (Execution Date (Instr. 4)  Amount of Number of Derivative Securities Securities (Instr. 4)  Date Expiration Date (Instr. 4)	Common Stock 06/24/					4/2009				P		12,000	0	A	\$9.94	4,2	93,090 <sup>(1)</sup>	D			
Common Stock  06/24/2009  P 19,000 A \$9.97 4,326,840(1) 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 of Exercise Price of Derivative Security (Instr. 3)  B. A. Deemed Execution Date (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  (Instr. 3)  Amount of Derivative Securities Securities Securities (Instr. 4)  Amount of Derivative Securities Securities Securities Securities (Instr. 4)  Amount of Month/Day/Year)  Amount of Indirect Security (Instr. 5)  Amount of Indirect Security (Instr. 4)  Amount of Number of Derivative Security (Instr. 4)  Amount of Number of Derivative Securities Securities Securities (Instr. 4)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Transaction Date (Month/Day/Year)  Amount or Number of Derivative Securities (Instr. 4)  Amount or Number of Derivative Securities (Instr. 4)  Table II - Derivative Securities (Month/Day/Year)  Amount or Number of Derivative Securities (Instr. 4)  Table II - Derivative Securities (Month/Day/Year)  Amount or Number of Derivative Securities (Instr. 4)  Table II - Derivative Securities (Month/Day/Year)  Amount or Number of Derivative Securities (Instr. 4)  Table II - Derivative Securities (Month/Day/Year)  Amount or Number of Derivative Securities (Instr. 4)  Table II - Derivative Securities (Month/Day/Year)  Transaction Date (Month/Day/Year)  Transac	Common Stock 06/24					4/2009				P		4,750		A	\$9.95	4,2	97,840 <sup>(1)</sup>	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) Price of Derivative Security Secur	Common Stock 06/24/2					4/2009						10,000	0	A	\$9.96 4,3		07,840 <sup>(1)</sup>	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 Securities Security Securities Security Securities Security Securities Security Security Securities Secu	Common Stock 06/24/2					4/2009	)			P		19,000	0	A	\$9.97	4,326,840 <sup>(1)</sup>		D			
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year)  3. Transaction Date (Execution Date (Month/Day/Year)  4. Transaction Derivative Securities (Month/Day/Year)  4. Derivative Securities (Month/Day/Year)  5. Number of Expiration Date (Month/Day/Year)  9. Number of Derivative Security (Instr. 5)  Ownership Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4)  (Instr. 4)  Amount or Number of Derivative Security (Instr. 4)  Date Expiration Date (Month/Day/Year)  Amount or Number of Derivative Security (Instr. 4)  Date Expiration Date (Month/Day/Year)  Amount or Number of Derivative Security (Instr. 4)  Date Expiration Date (Month/Day/Year)  Amount or Number of Derivative Security (Instr. 4)	Common Stock 06/24/2					4/2009				P		5,000		A	\$9.98 4		31,840 <sup>(1)</sup>	D			
1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  4. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 4)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 4)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 4)  Conversion or Exercise Price of Derivative Security (Instr. 4)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 4)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 5)  Conversion or Exercise Price of Derivative Security (Instr. 4)  Conversion or Exercise Price of Date Exercise Price of Date Exercise Price of Date Exercise Price of Date Exercise Price On Date Price of Date Price of Date Price of Date Price On Date P																					
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Date Expiration of	Security	or Exercise Price of Derivative		if any		Code (		Deriv Secu Acqu (A) or Dispo of (D) (Instr	rities ired r osed )				Securities Underlying Derivative Security (Ins		Sec (Ins	ecurity	Securities Beneficially Owned Following Reported Transaction(s	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership		
Date Expiration Of															unt						
Coue v (A) (D) Exercisable Date Title Shares						Codo	,	(4)	<sub>(D)</sub>				Title	Numl of							
Explanation of Responses:	Explanation	of Respons	es:			Code	L v	(A)	(P)	Exercisa	nie	Date	l mue	Snar	-5						

1. Mr. Kratz also has indirect holdings of 1,000,000 shares owned by Joss Investments Limited Partnership, the general partner of which is an entity that Mr. Kratz controls.

## Remarks:

/s/ Michael Overman by Power 06/25/2009 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.

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.