

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>KRATZ OWEN E</u> (Last) (First) (Middle) <u>400 N SAM HOUSTON PARKWAY E</u> <u>SUITE 400</u> (Street) <u>HOUSTON TX 77060</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HELIX ENERGY SOLUTIONS GROUP</u> <u>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>03/03/2009</u>	
	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 <input type="checkbox"/> 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	03/03/2009		A		247,000	A	\$2.94	3,799,690 ⁽¹⁾	D	
Common Stock	03/03/2009		A		5,000	A	\$2.95	3,804,690	D	
Common Stock	03/03/2009		A		14,500	A	\$2.96	3,819,190	D	
Common Stock	03/03/2009		A		5,000	A	\$2.97	3,824,190	D	
Common Stock	03/03/2009		A		13,700	A	\$2.98	3,837,890	D	
Common Stock	03/03/2009		A		3,900	A	\$3.07	3,841,790	D	
Common Stock	03/03/2009		A		4,000	A	\$3.08	3,845,790	D	
Common Stock	03/03/2009		A		600	A	\$3.14	3,846,390	D	
Common Stock	03/03/2009		A		1,300	A	\$3.16	3,847,690	D	
Common Stock	03/03/2009		A		1,600	A	\$3.17	3,849,290	D	
Common Stock	03/03/2009		A		13,000	A	\$3.21	3,862,290	D	
Common Stock	03/03/2009		A		58,000	A	\$3.22	3,920,290	D	
Common Stock	03/03/2009		A		6,000	A	\$3.23	3,926,290	D	
Common Stock	03/03/2009		A		14,400	A	\$3.24	3,940,690	D	
Common Stock	03/03/2009		A		10,000	A	\$3.25	3,950,690	D	
Common Stock	03/03/2009		A		14,800	A	\$3.26	3,965,490	D	
Common Stock	03/03/2009		A		5,000	A	\$3.28	3,970,490	D	
Common Stock	03/03/2009		A		20,000	A	\$3.29	3,990,490	D	
Common Stock	03/03/2009		A		24,800	A	\$3.3	4,015,290	D	
Common Stock	03/03/2009		A		5,400	A	\$3.31	4,020,690	D	
Common Stock	03/03/2009		A		5,900	A	\$3.32	4,026,590	D	
Common Stock	03/03/2009		A		10,000	A	\$3.33	4,036,590	D	
Common Stock	03/03/2009		A		10,000	A	\$3.34	4,046,590	D	
Common Stock	03/03/2009		A		25,000	A	\$3.35	4,071,590	D	
Common Stock	03/03/2009		A		10,000	A	\$3.37	4,081,590	D	
Common Stock	03/03/2009		A		5,000	A	\$3.38	4,086,590	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 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 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)
Explanation of Responses:											
Remarks:			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.								
				Code V	(A) (D)	Date Exercisable	Expiration Date	/s/ Michael Overman, by Power of Attorney	03/04/2009		

** 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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