Instruction 1(b).

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549	
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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

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

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

00	st) (N STON PARKWA	/iddle)			2. Issuer Name and Ticker or Trading Symbol HELIX ENERGY SOLUTIONS GROUP INC [ HLX ]									Direc	ionship of Reporti all applicable) Director		10% O	wner
		AY IN.			ite of E		Trans	action (	Month	/Day/Year)				Office below	er (give title		Other ( below)	specify
				4. If A	Amend	ment,	Date o	f Origin	al File	d (Month/Da	y/Year)			Form Form	filed by Mo	e Repo	rting Pers	on
	Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired	, Dis	posed of	, or B	enefi	cially	Own	ed			
Security (Ins	tr. 3)	Date	ate E lonth/Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)						4 and Sec Ben Owi		ties cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) ( (D)	Pric	e	Transa	ction(s)			(1130.4)
Stock			04/01/2	2020	020		A		14,768	A	\$0	.00(1)	250,337		D			
	Tal													Owne	d			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Executi if any	ion Date,		Transaction of Code (Instr. 3)  Acqu (A) o Dispy of (D (Instr. and 5)		rative rities ired r osed ) 1. 3, 4	Expirat	ion Da	te ear)	Amou or Numb of		Der Sec (Ins	ivative urity	derivative Securities Beneficially Owned Following Reported	i (	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
56	ecurity (Inst	(State) (Z  Table ecurity (Instr. 3)  Stock  Tab  2. Conversion or Exercise Price of Derivative	(State) (Zip)  Table I - No ecurity (Instr. 3)  Stock  Table II -  Conversion or Exercise Price of Derivative  3. Transaction Date (Month/Day/Year) Execut if any (Month	Table I - Non-Deriva  ecurity (Instr. 3)  2. Transact Date (Month/Date (Month/Date (e.g., pu  2. Table II - Derivati (e.g., pu  2. Table II - Derivati (e.g., pu  2. (Month/Day/Year)  2. (Month/Day/Year)	Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Secution Date (e.g., puts, cate)  Conversion or Exercise Price of Derivative of Derivative of Derivative (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Date (if any (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. Conversion or Exercise (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Instr. 8)	Table I - Non-Derivative Securities  ecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Execution I if any (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warra  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Nu Transaction Code (Instr. 8)  6. Or Exercise Price of Derivative Security  8. Or Exercise Price of Derivative Security	Table I - Non-Derivative Securities Acquecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  2. Transaction Date (if any (Month/Day/Year)  Table II - Derivative Securities Acquecy, puts, calls, warrants,  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 8)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Table I - Non-Derivative Securities Acquired  ecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date if any (Month/Day/Year)  2. Transaction Date if any (Month/Day/Year)  2. Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, optio  2. Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optio  2. Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optio  2. Transaction Date (if any (Month/Day/Year)  3. Transaction Code (instr. 8)  4. Transaction Date (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Date	Table I - Non-Derivative Securities Acquired, Dis    Code   V	Table I - Non-Derivative Securities Acquired, Disposed of Execution Date (Month/Day/Year)    Code   V   Amount	Table I - Non-Derivative Securities Acquired, Disposed of, or Be ecurity (Instr. 3)    2. Transaction Date (Month/Day/Year)   2. Transaction Code (Instr. 8)   2. Transaction Date (Instr. 8)   3. Transaction Date (Instr. 8)   3. Transaction Date (Month/Day/Year)   4. Securities Acquired (Instr. 8)   5. Number (Month/Day/Year)   6. Date Exercisable and Expiration Date (Month/Day/Year)   5. Number	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficing (Month/Day/Year)    Code   V   Amount   (A) or   Price of Derivative Securities Acquired (A) (A) or   Code (Instr. 3)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially    Code   V   Amount   (A) or Disposed of (D) (Instr. 3, 4 and 5)	(State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year)  2. Transaction Date (E.g., puts, calls, warrants, options, convertible securities)  3. Transaction (D) Price (D) (Instr. 3, 4 and Disposed of, or Beneficially Owner (E.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  3. Transaction (D) Price (D) (Instr. 3, 4 and Disposed of, or Beneficially Owner (E.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Expiration Date (Month/Day/Year)  8. Price of Expiration Date (Month/Day/Year)  9. Date (A) or Beneficially Owner (E.g., puts, calls, warrants, options, convertible securities)  1. Title and Amount of Expiration Date (Month/Day/Year)  1. Title and Amount or Derivative Securities (A) or Disposed of (D) (Instr. 3, 4 and 5)  1. Transaction Date (Month/Day/Year)  1. Title and Amount of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4 and 5)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Expiration Date (Month/Day/Year)  8. Price of Expiration Date (Month/Day/Year)  9. Date (Month/Day/Year)  1. Title and (A) or Disposed of (D) (Instr. 3, 4 and 5)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned    Code   V   Amount   (A) or   Price   Transaction   Securities   Securities	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned    Code   V   Amount   (A) or (Instr. 3 and 4)	(State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year) (Month/D

## **Explanation of Responses:**

1. This restricted stock award was granted pursuant to the Company's 2005 Long Term Incentive Plan (as Amended and Restated effective May 15, 2019) and therefore has no purchase or sales price. This restricted stock award was received in lieu of quarterly fees related to the reporting person's service on the Board of Directors and its committees.

## Remarks:

Ken Neikirk by power of

04/02/2020

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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