

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
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1. Name and Address of Reporting Person* <u>EDWARDS JOHNNY</u> (Last) (First) (Middle) 400 NORTH SAM HOUSTON PARKWAY EAST SUITE 400 (Street) HOUSTON TX 77060 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP - Oil & Gas
	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2013	
	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 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	03/08/2013		M		32,346 ⁽¹⁾	A	\$0.00	72,423 ⁽²⁾	D	
Common Stock	03/08/2013		F		13,640 ⁽³⁾	D	\$0.00	58,783	D	
Common Stock	03/08/2013		F		10,366 ⁽⁴⁾	D	\$0.00	48,417	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
Performance Share Unit	\$0.00	03/08/2013		M		32,346		03/08/2013	(5)	Common Stock	32,346	\$0.00 ⁽¹⁾	0	D	

Explanation of Responses:

- Performance share units granted on January 12, 2012, pursuant to the Company's 2005 Long Term Incentive Plan (as amended and Restated May 9, 2012). Per the terms of Mr. Edwards employment agreement and based upon the performance of the Company relative to its peers, the awards vested and were delivered to Mr. Edwards upon a change in control of Energy Resource Technology GOM, Inc., a former wholly-owned subsidiary of the Company, and Mr. Edwards' termination from the Company.
- Includes 871 shares of common stock acquired under the Company's Employee Stock Purchase Plan.
- These shares were forfeited to satisfy tax obligations related to the vesting of Mr. Edwards' performance share unit.
- These shares were forfeited to satisfy tax obligations related to the vesting of Mr. Edwards' vesting of 29,756 shares of common stock resulting from Mr. Edwards' termination.
- Upon vesting of the performance share unit (if any, depending on the Company's performance relative to its peers).

Remarks:

/s/Margaret C. Fitzgerald by
Power of Attorney 03/12/2013

** 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.