UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 24, 2011**

Helix Energy Solutions Group, Inc.
(Exact name of registrant as specified in its charter)

Minnesota	**001-32936**	**95-3409686**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

400 North Sam Houston Parkway East, Suite 400 **Houston, Texas**	**77060**
(Address of principal executive offices)	(Zip Code)

281-618-0400
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

|_| Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

|_| Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

|_| Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

|_| Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On October 24, 2011, Helix Energy Solutions Group, Inc. ("Helix") issued a press release announcing its third quarter results of operation for the period ended September 30, 2011. Attached hereto as Exhibit 99.1, and incorporated by reference herein, is the press release.

Item 7.01 Regulation FD Disclosure.

On October 24, 2011, Helix issued a press release announcing its third quarter results of operation for the period ended September 30, 2011. In addition, on October 25, 2011, Helix is making a presentation (with slides) to analysts and investors regarding its financial and operating results. Attached hereto as Exhibits 99.1 and 99.2, respectively, and incorporated by reference herein are the press release and the slides for the Third Quarter Earnings Conference Call Presentation issued by Helix. The presentation materials will also be posted beginning on October 25, 2011 in the *Presentations* section under *Investor Relations* of Helix's website, www.HelixESG.com.

Item 9.01 Financial Statements and Exhibits.

(c) *Exhibits.*

Number	Description
99.1	Press Release of Helix Energy Solutions Group, Inc. dated October 24, 2011 reporting financial results for the third quarter of 2011.
99.2	Third Quarter 2011 Conference Call Presentation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 24, 2011

HELIX ENERGY SOLUTIONS GROUP, INC.

By: /s/ Anthony Tripodo

Anthony Tripodo
Executive Vice President and Chief Financial Officer

Index to Exhibits

Exhibit No.	Description
99.1	Press Release of Helix Energy Solutions Group, Inc. dated October 24, 2011 reporting financial results for the third quarter of 2011.
99.2	Third Quarter 2011 Conference Call Presentation.

EXHIBIT 99.1

PRESSRELEASE

www.HelixESG.com

Helix Energy Solutions Group, Inc. · 400 N. Sam Houston Parkway E., Suite 400 · Houston, TX 77060-3500 · 281-618-0400 · fax: 281-618-0505

For Immediate Release **11-016**

Date: October 24, 2011 **Contact: Stephen Powers**
Director, Finance & Investor Relations

Helix Reports Third Quarter 2011 Results

HOUSTON, TX – Helix Energy Solutions Group, Inc. (NYSE: HLX) reported net income of $46.0 million, or $0.43 per diluted share, for the third quarter of 2011 compared with net income of $26.2 million, or $0.25 per diluted share, for the same period in 2010, and net income of $41.3 million, or $0.39 per diluted share, in the second quarter of 2011. Net income for the nine months ended September 30, 2011 was $113.2 million, or $1.06 per diluted share, compared with a net loss of $77.3 million, or $(0.74) per diluted share, for the nine months ended September 30, 2010.

Owen Kratz, President and Chief Executive Officer of Helix, stated, “Helix delivered another strong quarter as our Contracting Services segment continues to improve, with near full utilization of all three of our well intervention vessels and our two reeled pipelay vessels. In addition, utilization in our Robotics business continued to improve even as we added two new ROV units to the fleet. Our Oil and Gas business performed very well despite some production disruptions associated with pipeline issues and tropical storm activity. Helix generated healthy cash flow from operations during the quarter, and also paid down an additional $75 million of gross debt via the repurchase of a portion of our senior unsecured notes. I am pleased to announce that we are increasing our EBITDAX guidance for the remainder of 2011 given our current market visibility.”

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Summary of Results

(in thousands, except per share amounts and percentages, unaudited)

	Quarter Ended			Nine Months Ended	
	September 30		June 30	September 30	
	2011	2010	2011	2011	2010
Revenues	$ 372,496	$ 392,669	$ 338,319	$ 1,002,422	$ 893,501
Gross Profit (Loss):					
Operating	$ 126,200	$ 87,891	$ 130,858	$ 334,480	$ 191,241
	34%	*22%*	*39%*	*33%*	*21%*
Oil and Gas Impairments (1)	(2,357)	(897)	(22,721)	(25,078)	(171,871)
Exploration Expense (2)	(1,548)	(442)	(7,939)	(9,833)	(1,780)
Total	$ 122,295	$ 86,552	$ 100,198	$ 299,569	$ 17,590
Net Income (Loss) Applicable to Common Shareholders (3)	$ 46,016	$ 26,161	$ 41,313	$ 113,186	$ (77,281)
Diluted Earnings (Loss) Per Share	$ 0.43	$ 0.25	$ 0.39	$ 1.06	$ (0.74)
Adjusted EBITDAX (4)	$ 178,002	$ 142,175	$ 175,840	$ 503,061	$ 334,119

Note: Footnotes listed at end of press release.

Segment Information, Operational and Financial Highlights
(in thousands, unaudited)

	Three Months Ended		
	September 30,		June 30,
	2011	2010	2011
Revenues:			
Contracting Services	$ 229,967	$ 238,531	$ 171,353
Production Facilities	19,986	74,458	20,545
Oil and Gas	159,218	95,566	172,458
Intercompany Eliminations	(36,675)	(15,886)	(26,037)
Total	$ 372,496	$ 392,669	$ 338,319
Income (Loss) from Operations:			
Contracting Services	$ 47,363	$ 31,015	$ 30,565
Production Facilities	10,983	44,520	11,920
Oil and Gas	52,527	(3,206)	73,724
Gain on Oil and Gas Derivative Commodity Contracts	-	161	-
Oil and Gas Impairments [1]	(2,357)	(897)	(22,721)
Exploration Expense [2]	(1,548)	(442)	(7,939)
Corporate	(6,227)	(10,767)	(9,112)
Intercompany Eliminations	(528)	(286)	(19)
Total	$ 100,213	$ 60,098	$ 76,418
Equity in Earnings of Equity Investments	$ 4,906	$ 6,221	$ 5,887

Note: Footnotes listed at end of press release.

Contracting Services

- Subsea Construction and Robotics revenues increased in the third quarter of 2011 compared to the second quarter of 2011 primarily due to increased utilization of the *Express* and *Intrepid* in the Gulf of Mexico, and increased ROV and trencher utilization in our Robotics business. Overall our utilization rate for our owned and chartered vessels increased to 86% in the third quarter of 2011 from 71% in the second quarter of 2011. ROV and trenching utilization increased to 67% in the third quarter of 2011 compared to 54% in the second quarter of 2011.

- Well Intervention revenues increased in the third quarter of 2011 due primarily to increased utilization of our vessels in both the North Sea and the Gulf of Mexico. Vessel utilization in the North Sea increased to 98% in the third quarter of 2011 from 87% in the second quarter of 2011. Vessel utilization in the Gulf of Mexico increased to 100% in the third quarter of 2011 from 93% in the second quarter of 2011. On a combined basis, vessel utilization increased to 99% in the third quarter of 2011 compared to 89% in the second quarter of 2011.

Production Facilities

- The *Helix Producer I* continued its deployment on the Phoenix field throughout the third quarter of 2011.

Oil and Gas

- Oil and Gas revenues decreased in the third quarter of 2011 compared to the second quarter of 2011 due primarily to lower oil and gas production and slightly lower commodity prices. Production in the third quarter of 2011 totaled 11.7 Bcfe compared to 12.7 Bcfe in the second quarter of 2011.

- The average price realized for oil, including the effects of settled oil hedge contracts, totaled $100.93 per barrel in the third quarter of 2011 compared to $101.43 per barrel in the second quarter of 2011. For natural gas and natural gas liquids, including the effect of settled natural gas hedge contracts, we realized $6.15 per thousand cubic feet of gas (Mcf) in the third quarter of 2011 compared to $6.17 per Mcf in the second quarter of 2011.

- We recorded a charge of approximately $8.4 million to insurance expense in the third quarter of 2011 to reduce the value of our hurricane catastrophic bond to its intrinsic value at September 30, 2011. We will record a $2.0 million charge to insurance expense in the fourth quarter of 2011.

- Our October 2011 oil and gas production rate has averaged approximately 128 million cubic feet of natural gas equivalent per day (MMcfe/d) through October 23, 2011, compared to an average of 127 MMcfe/d in the third quarter of 2011 and an average of 139 MMcfe/d in the second quarter of 2011. Production from the Phoenix field was impacted for a portion of July due to scheduled downtime of a third party pipeline servicing the field, and was impacted for a portion of August due to third party pipeline flow restrictions. September production was impacted by third party pipeline safety shutdowns associated with *Tropical Storm Lee*.

- We currently have oil and gas hedge contracts in place totaling 6.6 Bcfe (0.7 million barrels of oil and 2.1 Bcf of gas) for the remainder of 2011 (October through December), 22.6 Bcfe (2.8 million barrels of oil and 6.0 Bcf of gas) in 2012 and 6.0 Bcfe (1.0 million barrels of oil) in 2013.

Other Expenses

- Selling, general and administrative expenses were 5.9% of revenue in the third quarter of 2011, 7.0% in the second quarter of 2011 and 6.8% in the third quarter of 2010.

- Net interest expense and other increased to $34.8 million in the third quarter of 2011 from $24.0 million in the second quarter of 2011, due primarily to foreign currency losses and losses associated with premiums paid upon repurchases of senior unsecured notes. Net interest expense decreased to $24.1 million in the third quarter of 2011 compared with $25.3 million in the second quarter of 2011, due primarily to our repurchase of $75.0 million of our senior unsecured notes during the third quarter. The decrease was partially offset by an acceleration of a portion of the deferred financing costs associated with the repurchase of our senior unsecured notes.

Financial Condition and Liquidity

- We repurchased $75.0 million of our senior unsecured notes in the third quarter of 2011 at an average price of $103.14 ahead of the first optional call date in January 2012. The optional call price starting in January 2012 is $104.75. Since the beginning of 2011 we have repaid a total of $193 million in gross debt.

- Consolidated net debt at September 30, 2011 decreased to $796 million from $833 million as of June 30, 2011. We had no outstanding borrowings under our revolver. Our total liquidity at September 30, 2011 was approximately $933 million, consisting of cash on hand of $375 million and revolver availability of $558 million. Net debt to book capitalization as of September 30, 2011 was 35%. (Net debt to book capitalization is a non-GAAP measure. See reconciliation attached hereto.)

- As of September 30, 2011, we were in compliance with the covenants and restrictions under our various loan agreements.

- We incurred capital expenditures (including capitalized interest) totaling $65 million in the third quarter of 2011, compared to $75 million in the second quarter of 2011 and $31 million in the third quarter of 2010.

Footnotes to "Summary of Results":

(1) Third quarter 2011 oil and gas impairments of $2.4 million primarily related to revisions in cost estimates for reclamation activities ongoing at two of our Gulf of Mexico oil and gas properties. Second quarter 2011 oil and gas impairments of $22.7 million primarily associated with six of our Gulf of Mexico oil and gas properties and our only non-domestic (U.K.) oil and gas property. The impairment charges primarily reflect a premature end of these fields' production lives either through actual depletion or as a result of capital allocation decisions affecting third party operated fields. Second quarter 2010 oil and gas impairments of $159.9 million related to reduction of the carrying values of certain Gulf of Mexico oil and gas properties due to reserve revisions. First quarter 2010 impairments on our U.S. oil and gas properties ($7.0 million) were due primarily to the deterioration of certain fields' economics following a significant decrease in natural gas prices during the period. We also impaired our U.K. offshore property ($4.1 million) during the first quarter of 2010. The U.K. impairment was offset by a gain on the reacquisition of our 50% co-owner's interest in the U.K. field.

(2) Second quarter 2011 included $6.6 million of exploration costs associated with an offshore lease expiration.

(3) First quarter 2010 included a payment of $17.5 million to settle litigation related to the termination of a 2007 international construction contract.

(4) Non-GAAP measure. See reconciliation attached hereto.

Footnotes to "Segment Information, Operational and Financial Highlights":

(1) Third quarter 2011 oil and gas impairments of $2.4 million primarily related to revisions in cost estimates for reclamation activities ongoing at two of our Gulf of Mexico oil and gas properties. Second quarter 2011 oil and gas impairments of $22.7 million primarily associated with six of our Gulf of Mexico oil and gas properties and our only non-domestic (U.K.) oil and gas property. The impairment charges primarily reflect a premature end of these fields' production lives either through actual depletion or as a result of capital allocation decisions affecting third party operated fields. Second quarter 2010 oil and gas impairments of $159.9 million related to reduction of the carrying values of certain Gulf of Mexico oil and gas properties due to reserve revisions.

(2) Second quarter 2011 included $6.6 million of exploration costs associated with an offshore lease expiration.

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Conference Call Information

Further details are provided in the presentation for Helix's quarterly conference call to review its third quarter 2011 results (see the "Investor Relations" page of Helix's website, www.HelixESG.com). The call, scheduled for 9:00 a.m. Central Daylight Time on Tuesday, October 25, 2011, will be audio webcast live from the "Investor Relations" page of Helix's website. Investors and other interested parties wishing to listen to the conference via telephone may join the call by dialing 800-734-8582 for persons in the United States and +1-212-231-2925 for international participants. The passcode is "Tripodo". A replay of the conference will be available under "Investor Relations" by selecting the "Audio Archives" link from the same page beginning approximately two hours after the completion of the conference call.

Helix Energy Solutions Group, headquartered in Houston, Texas, is an international offshore energy company that provides development solutions and other key life of field services to the open energy market as well as to our own oil and gas business unit.

Reconciliation of Non-GAAP Financial Measures

Management evaluates Company performance and financial condition using certain non-GAAP metrics, primarily Adjusted EBITDAX, net debt and net debt to book capitalization. We calculate Adjusted EBITDAX as earnings before net interest expense, taxes, depreciation and amortization and exploration expense. Net debt is calculated as the sum of financial debt less cash and equivalents on hand. Net debt to book capitalization is calculated by dividing net debt by the sum of net debt, convertible preferred stock and shareholders' equity. These non-GAAP measures are useful to investors and other internal and external users of our financial statements in evaluating our operating performance because they are widely used by investors in our industry to measure a company's operating performance without regard to items which can vary substantially from company to company, and help investors meaningfully compare our results from period to period. Adjusted EBITDAX should not be considered in isolation or as a substitute for, but instead is supplemental to, income from operations, net income or other income data prepared in accordance with GAAP. Non-GAAP financial measures should be viewed in addition to, and not as an alternative to our reported results prepared in accordance with GAAP. Users of this financial information should consider the types of events and transactions which are excluded.

Forward-Looking Statements

This press release contains forward-looking statements that involve risks, uncertainties and assumptions that could cause our results to differ materially from those expressed or implied by such forward-looking statements. All statements, other than statements of historical fact, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, any projections of financial items; future production volumes, results of exploration, exploitation, development, acquisition and operations expenditures, and prospective reserve levels of property or wells; any statements of the plans, strategies and objectives of management for future operations; any statement concerning developments; any statements regarding future economic conditions or performance; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. The forward-looking statements are subject to a number of known and unknown risks, uncertainties and other factors including but not limited to the performance of contracts by suppliers, customers and partners; actions by governmental and regulatory authorities; operating hazards and delays; employee management issues; uncertainties inherent in the exploration for and development of oil and gas and in estimating reserves; complexities of global political and economic developments; geologic risks; volatility of oil and gas prices and other risks described from time to time in our reports filed with the Securities and Exchange Commission ("SEC"), including the Company's most recently filed Annual Report on Form 10-K and in the Company's other filings with the SEC, which are available free of charge on the SEC's website at www.sec.gov. We assume no obligation and do not intend to update these forward-looking statements except as required by the securities laws.

HELIX ENERGY SOLUTIONS GROUP, INC.

Comparative Condensed Consolidated Statements of Operations

(in thousands, except per share data)	Three Months Ended Sep. 30, 2011	Three Months Ended Sep. 30, 2010	Nine Months Ended Sep. 30, 2011	Nine Months Ended Sep. 30, 2010
	(unaudited)		(unaudited)	
Net revenues:				
Contracting services	$ 213,278	$ 297,103	$ 501,887	$ 604,634
Oil and gas	159,218	95,566	500,535	288,867
	372,496	392,669	1,002,422	893,501
Cost of sales:				
Contracting services	147,614	211,634	371,042	438,008
Oil and gas	100,230	93,586	306,733	266,032
Oil and gas impairments	2,357	897	25,078	171,871
	250,201	306,117	702,853	875,911
Gross profit	122,295	86,552	299,569	17,590
Gain on oil and gas derivative commodity contracts	-	161	-	2,643
Gain (loss) on sale of assets, net	-	13	(6)	6,246
Selling, general and administrative expenses	(22,082)	(26,628)	(70,821)	(91,675)
Income (loss) from operations	100,213	60,098	228,742	(65,196)
Equity in earnings of equity investments	4,906	6,221	16,443	12,932
Gain on subsidiary equity transaction	-	-	753	-
Net interest expense and other	(34,828)	(21,407)	(81,182)	(64,826)
Income (loss) before income taxes	70,291	44,912	164,756	(117,090)
Provision for (benefit of) income taxes	23,465	17,965	49,186	(41,962)
Net income (loss), including noncontrolling interests	46,826	26,947	115,570	(75,128)
Less: net income applicable to noncontrolling interests	(800)	(776)	(2,354)	(2,049)
Net income (loss) applicable to Helix	46,026	26,171	113,216	(77,177)
Preferred stock dividends	(10)	(10)	(30)	(104)
Net income (loss) applicable to Helix common shareholders	$ 46,016	$ 26,161	$ 113,186	$ (77,281)
Weighted Avg. Common Shares Outstanding:				
Basic	104,700	104,090	104,616	103,772
Diluted	105,154	105,307	105,061	103,772
Earnings (Loss) Per Share of Common Stock:				
Basic	$ 0.43	$ 0.25	$ 1.07	$ (0.74)
Diluted	$ 0.43	$ 0.25	$ 1.06	$ (0.74)

Comparative Condensed Consolidated Balance Sheets

ASSETS **(in thousands)**	**Sep. 30, 2011**	**Dec. 31, 2010**	***LIABILITIES & SHAREHOLDERS' EQUITY*** **(in thousands)**	**Sep. 30, 2011**	**Dec. 31, 2010**
	(unaudited)			(unaudited)	
Current Assets:			Current Liabilities:		
Cash and equivalents	$ 375,355	$ 391,085	Accounts payable	$ 145,112	$ 159,381
Accounts receivable	250,036	226,704	Accrued liabilities	159,676	198,237
Other current assets	123,236	123,065	Income taxes payable	3,856	-
			Current mat of L-T debt (1)	7,877	10,179
Total Current Assets	748,627	740,854	Total Current Liabilities	316,521	367,797
Net Property & Equipment:			Long-term debt (1)	1,163,914	1,347,753
Contracting Services	1,466,219	1,452,837	Deferred income taxes	441,520	413,639
Oil and Gas	1,007,534	1,074,243	Asset retirement obligations	169,429	170,410
Equity investments	186,423	187,031	Other long-term liabilities	4,844	5,777
Goodwill	62,344	62,494	Convertible preferred stock (1)	1,000	1,000
Other assets, net	80,862	74,561	Shareholders' equity (1)	1,454,781	1,285,644
Total Assets	$ 3,552,009	$ 3,592,020	Total Liabilities & Equity	$ 3,552,009	$ 3,592,020

(1) Net debt to book capitalization - 35% at September 30, 2011. Calculated as total debt less cash and equivalents ($796,436) divided by sum of total net debt, convertible preferred stock and shareholders' equity ($2,252,217).

Helix Energy Solutions Group, Inc.
Reconciliation of Non GAAP Measures
Three and Nine Months Ended September 30, 2011

Earnings Release:

Reconciliation From Net Income to Adjusted EBITDAX:

	3Q11	3Q10	2Q11	2011	2010
			(in thousands)		
Net income (loss) applicable to common shareholders	$ 46,016	$ 26,161	$ 41,313	$ 113,186	$ (77,281)
Non-cash impairments	-	-	11,573	11,573	170,974
(Gain) loss on asset sales	-	(13)	22	(747)	(6,219)
Preferred stock dividends	10	10	10	30	104
Income tax provision (benefit)	23,465	17,965	16,171	49,186	(41,964)
Net interest expense and other	34,829	21,385	24,022	81,171	64,708
Depreciation and amortization	72,134	76,225	74,790	238,829	222,017
Exploration expense	1,548	442	7,939	9,833	1,780
Adjusted EBITDAX	$ 178,002	$ 142,175	$ 175,840	$ 503,061	$ 334,119

We calculate adjusted EBITDAX as earnings before net interest expense, taxes, depreciation and amortization, and exploration expense. These non-GAAP measures are useful to investors and other internal and external users of our financial statements in evaluating our operating performance because they are widely used by investors in our industry to measure a company's operating performance without regard to items which can vary substantially from company to company and help investors meaningfully compare our results from period to period. Adjusted EBITDAX should not be considered in isolation or as a substitute for, but instead is supplemental to, income from operations, net income or other income data prepared in accordance with GAAP. Non-GAAP financial measures should be viewed in addition to, and not as an alternative to our reported results prepared in accordance with GAAP. Users of this financial information should consider the types of events and transactions which are excluded.

October 25, 2011

Third Quarter 2011 Conference Call

Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All such statements, other than statements of historical fact, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, any projections of financial items; projections of contracting services activity; future production volumes, results of exploration, exploitation, development, acquisition and operations expenditures, and prospective reserve levels of properties or wells; projections of utilization; any statements of the plans, strategies and objectives of management for future operations; any statements concerning developments; and any statements of assumptions underlying any of the foregoing. These statements involve certain assumptions we made based on our experience and perception of historical trends, current conditions, expected future developments and other factors we believe are reasonable and appropriate under the circumstances. The forward-looking statements are subject to a number of known and unknown risks, uncertainties and other factors that could cause our actual results to differ materially. The risks, uncertainties and assumptions referred to above include the performance of contracts by suppliers, customers and partners; actions by governmental and regulatory authorities; operating hazards and delays; employee management issues; local, national and worldwide economic conditions; uncertainties inherent in the exploration for and development of oil and gas and in estimating reserves; complexities of global political and economic developments; geologic risks, volatility of oil and gas prices and other risks described from time to time in our reports filed with the Securities and Exchange Commission (“SEC”), including the Company’s most recently filed Annual Report on Form 10-K and in the Company’s other filings with the SEC. Free copies of the reports can be found at the SEC’s website, www.SEC.gov. You should not place undue reliance on these forward-looking statements which speak only as of the date of this presentation and the associated press release. We assume no obligation or duty and do not intend to update these forward-looking statements except as required by the securities laws.

References to quantities of oil or gas include amounts we believe will ultimately be produced, and may include “proved reserves” and quantities of oil or gas that are not yet classified as “proved reserves” under SEC definitions. Statements of oil and gas reserves are estimates based on assumptions and may be imprecise. Investors are urged to consider closely the disclosure regarding reserves in our most recently filed Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q.

Presentation Outline

Welding and spooling pipe at Ingleside Spoolbase


Executive
Summary
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Executive Summary

($ in millions, except per share data)

	Quarter Ended			Nine Months Ended	
	9/30/2011	9/30/2010	6/30/2011	9/30/2011	9/30/2010
Revenues	**$ 372**	**$ 393**	**$ 338**	**$ 1,002**	**$ 894**
Gross Profit:	126	88	131	335	192
Operating	34%	22%	39%	33%	21%
Oil & Gas Impairments/ARO Increases	(2)	(1)	(23)	(25)	(172)
Exploration Expense	(2)	-	(8)	(10)	(2)
Total	$ 122	$ 87	$ 100	$ 300	$ 18
Net Income (Loss)	**$ 46**	**$ 26**	**$ 41**	**$ 113**	**$ (77)**
Diluted Earnings (Loss) Per Share	**$ 0.43**	**$ 0.25**	**$ 0.39**	**$ 1.06**	**$ (0.74)**
Adjusted EBITDAX (A)					
Contracting Services	$ 84	$ 102	$ 69	$ 189	$ 224
Oil & Gas	100	50	115	338	173
Corporate / Elimination	(6)	(10)	(8)	(24)	(63)
Adjusted EBITDAX	**$ 178**	**$ 142**	**$ 176**	**$ 503**	**$ 334**

(A) See non-GAAP reconciliations on slides 26-27.

Executive Summary

- Q3 2011 EPS of $0.43 per diluted share driven by continuing strong results from the oil and gas business and robust activity levels for the well intervention and robotics businesses
- Contracting Services
  - 99% utilization in well intervention business
  - Continued improvement in ROV and trenching utilization in the robotics business
  - Significantly improved utilization in subsea construction with *Express* and *Intrepid* achieving 95% utilization in the third quarter
- Oil and Gas
  - Third quarter average production rate of 127 Mmcfe/d (69% oil)
    - July production impacted by scheduled downtime of third party pipeline servicing Phoenix field (~10 days)
    - August production for Phoenix field impacted by third party pipeline flow restrictions (~7 days)
    - September production impacted by third party pipeline safety shutdowns associated with *Tropical Storm Lee* (~7 days)
  - Production through October 23 averaged approximately 128 Mmcfe/d (~70% oil)
    - October production impacted by third party pipeline disruption affecting our Danny well in the Bushwood field

Executive Summary

- Oil and Gas (continued)
  - Oil and gas production totaled 11.7 Bcfe in Q3 2011 versus 12.7 Bcfe in Q2 2011 (year-to-date production of 38.7 Bcfe)
    - Avg realized price for oil of $100.93 / bbl ($101.43 / bbl in Q2 2011), inclusive of hedges
    - Avg realized price for natural gas and natural gas liquids (NGLs) of $6.15 / Mcf ($6.17 / Mcf in Q2 2011), inclusive of hedges
      - Gas price realizations benefited from sales of natural gas liquids
      - NGL production of 0.8 Bcfe in both Q3 2011 and Q2 2011
- Higher tax rate in Q3 (33%) due to higher portion of U.S. income
- Balance sheet continues to strengthen
  - Repurchased $75 million of senior unsecured notes
  - Cash decreased to $375 million at 9/30/2011 from $414 million at 6/30/2011 due to debt repurchases
  - Liquidity* decreased to $933 million at 9/30/2011 from $965 million at 6/30/2011 (debt repurchases)
  - Gross debt decreased to $1.17 billion at 9/30/2011 from $1.25 billion at 6/30/2011
  - Net debt decreased to $796 million at 9/30/2011 from $833 million at 6/30/2011

*Liquidity as we define it is equal to cash and cash equivalents ($375 million), plus available capacity under our revolving credit facility ($558 million).

Operational Highlights

Contracting Services

($ in millions, except percentages)

	Quarter Ended		
	September 30		June 30
	2011	2010	2011
Revenues (A)			
Contracting Services	$ 230	$ 239	$ 171
Production Facilities	20	74	21
Total Revenue	$ 250	$ 313	$ 192
Gross Profit (A)			
Contracting Services	$ 56	$ 42	$ 38
Profit Margin	*24%*	*18%*	*22%*
Production Facilities	11	45	12
Profit Margin	*55%*	*60%*	*59%*
Total Gross Profit	$ 67	$ 87	$ 50
Gross Profit margin	*27%*	*28%*	*26%*

(A) See non-GAAP reconciliation on slides 26-27. Amounts are prior to intercompany eliminations.

- 99% utilization in Well Ops
- 63% utilization in Subsea Construction due to improved activity levels for *Express* and *Intrepid*
- *Caesar* in shipyard for planned upgrades; completed sea trials in mid-October and transited to Mexico for accommodations project

***Helix Producer I* deployed on Helix's Phoenix field in Green Canyon 237 (Gulf of Mexico)**

Equity in Earnings of Equity Investments

($ in millions)

	Quarter Ended		
	September 30		June 30
	2011	2010	2011
Independence Hub	$ 4	$ 4	$ 4
Deepwater Gateway (Marco Polo)	1	1	1
Clough Helix JV	-	1	1
Equity in Earnings	$ 5	$ 6	$ 6

Contracting Services - Well Ops

GOM

- *Q4000* worked for Shell and Anadarko on multiple projects throughout the third quarter
- 100% utilization achieved in the third quarter
- Current backlog extends to Q4 2012 and is building into 2013

North Sea

- *Seawell* and *Well Enhancer* posted a combined 98% utilization in the third quarter
- Strong outlook anticipated for both vessels for the rest of 2011; backlog building well into 2012

Asia Pacific

- *Normand Clough* working for Clough Helix JV on a day rate construction project for COOEC offshore China
- Wellhead cutting system completed two wellhead removals in Q3; scheduled to complete 10+ removals beginning in Q4 2012

Well Enhancer, operating in the North Sea, is the world's only monohull well intervention vessel capable of deploying coiled tubing

Contracting Services - Robotics

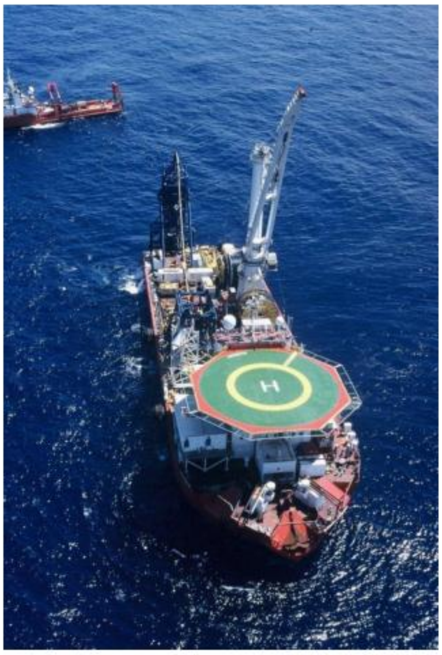
- Strong chartered vessel utilization in all three regions during the third quarter
- Secured a three year ROV contract with Technip utilizing two newly acquired ROVs
- ROVDrill upgrades completed; initial project to commence in the fourth quarter
- Awarded a 30 day wind farm trenching project utilizing the *Island Pioneer*, *Deep Cygnus*, *T750*, *T600*, and *i-Trencher* scheduled to commence in December
- Expanding focus on renewable energy market such as wind farm development
  - New chartered vessel, *Grand Canyon*, under construction with 2012 delivery
  - Building new trencher, the *T-1200*, to be paired with the *Grand Canyon*

iTrencher being deployed in the North Sea

Various components of the Grand Canyon's hull being fabricated and welded in Turkey

Contracting Services - Subsea Construction

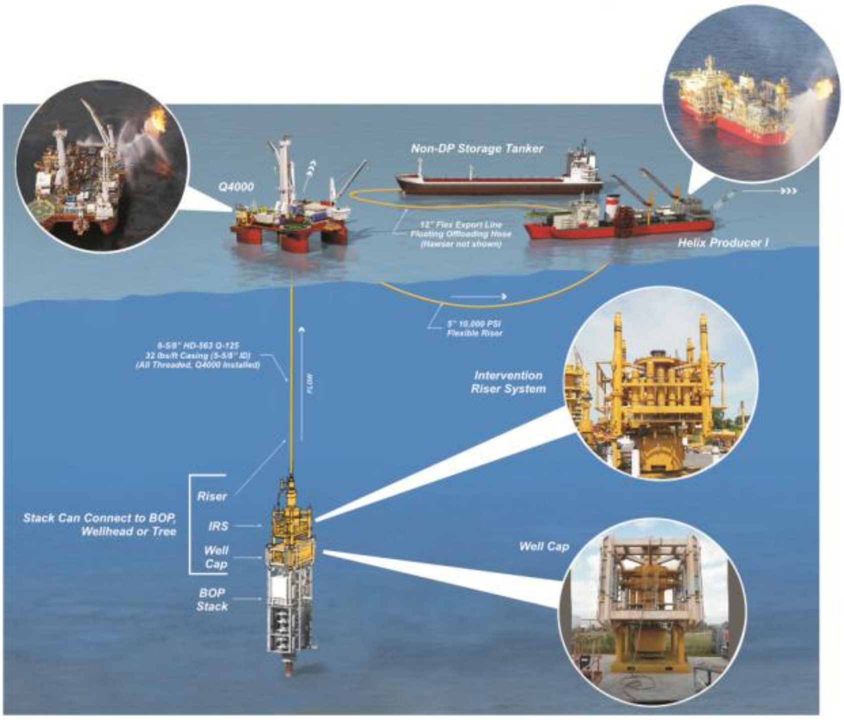
- *Express* and *Intrepid* posted a combined 95% utilization in the third quarter (excluding the *Caesar*)
- *Express* completed projects for Noble, Chevron and Newfield
- *Intrepid* completed projects for Noble and Chevron; deployed to California on October 16
- *Caesar* remained in the shipyard all of Q3 undergoing planned maintenance and upgrades; left the shipyard in mid-October to perform accommodations work in Mexico’s Bay of Campeche



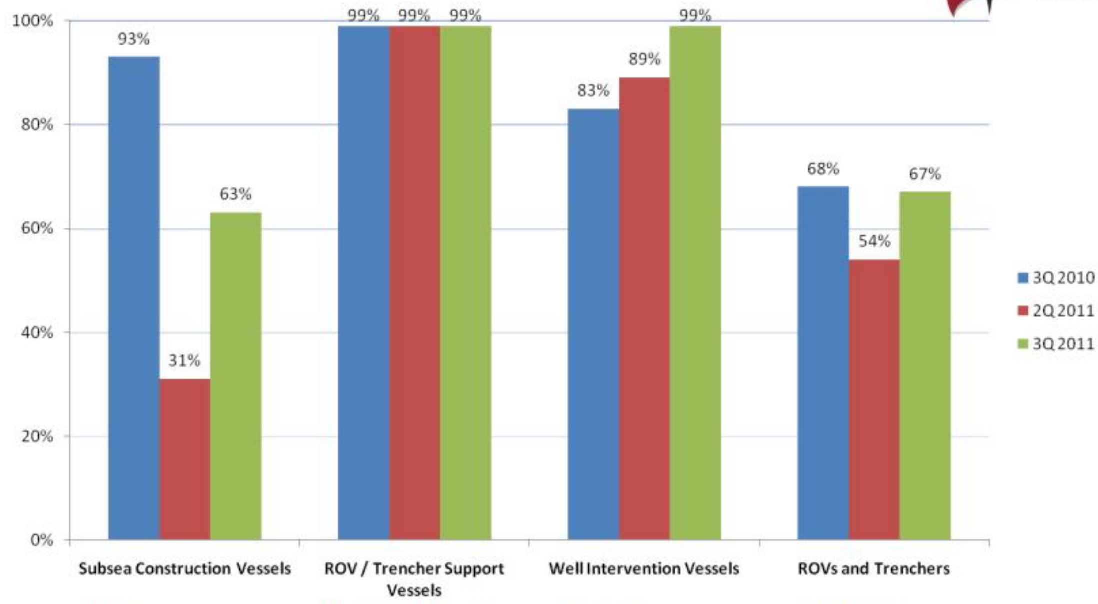
Intrepid performed pipelay and saturation diving operations in the Gulf of Mexico during the third quarter

Helix Fast Response System (HFRS)

- Utilizes vessels and subsea systems proven in Gulf of Mexico spill response and containment efforts
- Capability to capture and process up to 55,000 bpd in water depths to 10,000 feet at 15,000 psi
- 24 independent E&P operators have signed on to include HFRS in drilling permit applications
- Cited as spill response and containment plan in 38 approved deepwater permits to date



Contracting Services Utilization



Subsea Construction Vessels
- *Intrepid*
- *Express*
- *Caesar* ***(1)***

ROV / Trencher Support Vessels
- *Olympic Canyon* ***(2)***
- *Island Pioneer* ***(2)***
- *Deep Cygnus* ***(2)***
- *Normand Clipper* ***(2)***
- *Olympic Triton* ***(2)***

Well Intervention Vessels
- *Seawell*
- *Well Enhancer*
- *Q4000*

ROVs and Trenchers
- 41 ROVs
- 2 ROVDrill Units
- 8 Trenchers

(1) Vessel in shipyard during third quarter undergoing planned maintenance and upgrades. Completed upgrades and sea trials on October 13. *Caesar* transited to Mexico to begin accommodations project in Mexico's Bay of Campeche.
(2) Chartered vessels.

Oil & Gas

Financial Highlights

($ in millions, except production and price data)

	Quarter Ended		
	September 30		June 30
	2011	2010	2011
Revenue	$ 159	$ 96	$ 172
Gross Profit - Operating	60	3	82
Oil & Gas Impairments and ARO Increases	(2)	(2)	(23)
Exploration Expense	(2)	-	(8)
Total	$ 56	$ 1	$ 51
Gain (loss) on Oil & Gas Derivative Contracts	$ -	$ -	$ -
Production (Bcfe):			
Shelf	4.3	4.7	4.6
Deepwater	7.4	5.7	8.1
Total	11.7	10.4	12.7
Oil (Mmbls)	1.3	0.8	1.4
Gas (Bcf)	3.6	5.9	4.1
Total (Bcfe)	11.7	10.4	12.7
Average Commodity Prices (A):			
Oil / Bbl	$ 100.93	$ 73.63	$ 101.43
Gas / Mcf	$ 6.15	$ 6.13	$ 6.17

(A) Including effect of settled hedges and mark-to-market derivative contracts.

Operating Costs ($ in millions, except per Mcfe data)

	Quarter Ended					
	September 30				June 30	
	2011		2010		2011	
	Total	per Mcfe	Total	per Mcfe	Total	per Mcfe
DD&A (A)	**$ 50**	**$ 4.25**	**$ 54**	**$ 5.24**	**$ 52**	**$ 4.13**
Operating and Other:						
Operating Expenses (B)	$ 38	3.26	$ 27	2.64	$ 29	2.32
Workover	4	0.32	4	0.36	2	0.18
Transportation	2	0.15	2	0.18	1	0.11
Repairs & Maintenance	2	0.20	3	0.25	3	0.24
Other	3	0.23	2	0.19	3	0.26
Total Operating & Other	**$ 49**	**4.16**	**$ 38**	**3.62**	**$ 38**	**3.11**
Total	**$ 99**	**$ 8.41**	**$ 92**	**$ 8.86**	**$ 90**	**$ 7.24**

(A) Included accretion expense. Q2 2011 DD&A rate positively affected (approximately $9.2 million) due primarily to increased proved reserves at our Phoenix field as a result of better than expected production rates (net of adjustments in other fields).

(B) Excluded exploration expense, net hurricane-related costs (reimbursements) and abandonment costs. Included $8.4 and $9.4 million related to a weather derivative contract (catastrophic bond) for the quarters ended September 30, 2011 and September 30, 2010, respectively.

Summary of Oct 2011 - Dec 2013 Hedging Positions *

Oil (Bbls)	Collars	Swaps	Total Volume Hedged	Pricing Basis	Swap Pricing	Average Collar Price Floor	Average Collar Price Ceiling
2011	106,000	490,000	596,000	WTI	$ 82.62	$ 95.00	$ 124.59
2011	150,000	-	150,000	Brent		$ 100.00	$ 122.80
2012	900,000	-	900,000	WTI		$ 96.67	$ 118.57
2012	1,667,500	192,500	1,860,000	Brent	$ 103.20	$ 99.42	$ 117.59
2013	500,000	500,000	1,000,000	Brent	$ 99.15	$ 95.00	$ 102.60
Natural Gas (mcf)							
2011	-	2,110,000	2,110,000	Henry Hub	$ 4.93		
2012	2,000,000	4,000,000	6,000,000	Henry Hub	$ 4.70	$ 4.75	$ 5.09
Subtotals (mcfe)							
2011	1,536,000	5,050,000	6,586,000				
2012	17,405,000	5,155,000	22,560,000				
2013	3,000,000	3,000,000	6,000,000				
Grand Totals	**21,941,000**	**13,205,000**	**35,146,000**				

** As of October 23, 2011.*

Key Balance Sheet Metrics

Debt and Liquidity Profile

($ amounts in millions)

Liquidity of approximately $933 million at 9/30/2011

(A) Includes impact of unamortized debt discount under our Convertible Senior Notes.

(B) Liquidity, as we define it, is equal to cash and cash equivalents ($375 million), plus available capacity under our revolving credit facility ($558 million).

2011 Outlook

2011 Outlook

Broad Metrics	2011 Forecast (revised)	2011 Forecast (original)	2010 Actual
Oil and Gas Production	***50 Bcfe***	49 Bcfe	47 Bcfe
EBITDAX	***$625+ million***	$475 million	$430 million
CAPEX	***$275 million***	$225 million	$179 million

Commodity Price Deck		2011 Forecast (revised)	2011 Forecast (original)	2010 Actual
Hedged	Oil	***$95.89 / bbl***	$87.11 / bbl	$75.27 / bbl
	Gas	***$5.82/ mcf***	$4.80/ mcf	$6.01 / mcf

We expect to continue to improve our liquidity position in 2011.

2011 Outlook

- **Contracting Services**
  - Strong backlog for the *Q4000, Well Enhancer* and *Seawell* in 2011 and building well into 2012
  - *Well Enhancer* to work in West Africa this winter
  - *Intrepid* deployed to California performing field development projects through early 2012
  - *Express* working through a full backlog for the remainder of 2011 and is scheduled to work in the North Sea in the second half of 2012
  - *Caesar* deployed to Mexico's Bay of Campeche in mid-October for accommodations project
  - Continued focus on trenching and cable burial business with non-oilfield projects growing
  - Five vessels scheduled for regulatory drydocks in 2012; will provide some headwind next year
- **Production Facilities**
  - *HP I* continues production at Phoenix field
- **Oil and Gas**
  - Forecasted 2011 overall production of 50 Bcfe
    - 67% oil and 64% deepwater
    - Assumes no further significant storm disruptions

2011 Outlook

- **Capital Expenditures**
  - Contracting Services ($110 million)
    - Continued incremental investment in robotics business, with a focus on adding trenching spread capacity
    - Seeking to deploy capital in well intervention business
    - *Caesar* thruster upgrade completion
  - Oil and Gas ($165 million)
    - Focus capital investment on oil development with relatively fast payback
    - Two major planned well projects in the 2nd half of the year
      - Nancy (completion) - commenced in Q3
      - Kathleen (development drill) - expected to commence in Q4/ Q1 2012
    - Shelf platform construction and opportunistic workovers

Non-GAAP Reconciliations

Non-GAAP Reconciliations

Adjusted EBITDAX *($ in millions)*

	Quarter Ended			Nine Months Ended	
	September 30		June 30	September 30	
	2011	2010	2011	2011	2010
Net income (loss) applicable to common shareholders	$ 46	$ 26	$ 41	$ 113	$ (77)
Non-cash impairments	-	-	12	12	171
Gain on asset sales	-	-	-	(1)	(6)
Preferred stock dividends	-	-	-	-	-
Income tax provision (benefit)	23	18	16	49	(42)
Net interest expense and other	35	22	24	81	64
Depreciation and amortization	72	76	75	239	222
Exploration expense	2	-	8	10	2
Adjusted EBITDAX	$ 178	$ 142	$ 176	$ 503	$ 334

We calculate Adjusted EBITDAX as earnings before net interest expense, taxes, depreciation and amortization and exploration expense. These non-GAAP measures are useful to investors and other internal and external users of our financial statements in evaluating our operating performance because they are widely used by investors in our industry to measure a company's operating performance without regard to items which can vary substantially from company to company, and help investors meaningfully compare our results from period to period. Adjusted EBITDAX should not be considered in isolation or as a substitute for, but instead is supplemental to, income from operations, net income or other income data prepared in accordance with GAAP. Non-GAAP financial measures should be viewed in addition to, and not as an alternative to our reported results prepared in accordance with GAAP. Users of this financial information should consider the types of events and transactions which are excluded.

Non-GAAP Reconciliations

Revenue and Gross Profit As Reported ($ in millions)

	Quarter Ended		
	September 30		June 30
	2011	2010	2011
Revenues			
Contracting Services	$ 230	$ 239	$ 171
Production Facilities	20	74	21
Intercompany elim. - Contracting Services	(26)	(16)	(14)
Intercompany elim. - Production Facilities	(11)	-	(12)
Revenue as Reported	$ 213	$ 297	$ 166
Gross Profit			
Contracting Services	$ 56	$ 42	$ 38
Production Facilities	11	45	12
Intercompany elim. - Contracting Services	(1)	-	-
Intercompany elim. - Production Facilities	-	-	-
Gross Profit as Reported	$ 66	$ 87	$ 50
Gross Profit Margin	31%	29%	30%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