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 27, 2010**

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.

Our press release dated October 27, 2010, concerning third quarter 2010 financial results, furnished as Exhibit 99.1 to this report, is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On October 27, 2010, Helix issued a press release announcing its third quarter results of operations for the period ended September 30, 2010. In addition, on October 28, 2010, Helix is making a presentation (with slides) to analysts and investors regarding its financial and operating results. Furnished as Exhibits 99.1 and 99.2 to this report, respectively, and incorporated herein by reference are the press release and the slides for the Third Quarter 2010 Conference Call Presentation issued by Helix. The presentation materials will also be posted beginning on October 27, 2010 in the *Presentations* section under *Investor Relations* of Helix 's website, www.HelixESG.com.

Item 9.01   Financial Statements and Exhibits.

(d) *Exhibits.*

The exhibits to this report furnished pursuant to items 2.02 and 7.01 are as follows:

Number	Description
99.1	Press Release of Helix Energy Solutions Group, Inc. dated October 27, 2010 titled “Helix Reports Third Quarter 2010 Results.”
99.2	Third Quarter 2010 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 28, 2010

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 27, 2010 titled “Helix Reports Third Quarter 2010 Results.”
99.2	Third Quarter 2010 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 **&#
160;** **10-014**

Date: **October 27, 2010** **Contact:** **Tony Tripodo (Chief Financial Officer)**

Helix Reports Third Quarter 2010 Results

HOUSTON, TX – Helix Energy Solutions Group, Inc. (NYSE: HLX) reported net income of $26.2 million, or $0.25 per diluted share, for the third quarter of 2010 compared with net income of $3.9 million, or $0.04 per diluted share, for the same period in 2009, and a net loss of $85.6 million, or $(0.82) per diluted share, in the second quarter of 2010. The net loss for the nine months ended September 30, 2010 was $77.3 million, or $(0.74) per diluted share, compared with net income of $157.6 million, or $1.48 per diluted share, for the nine months ended September 30, 2009.

Owen Kratz, President and Chief Executive Officer of Helix, stated, “Our third quarter operating results reflected a sharp increase in revenues, which led to a marked improvement in bottom line results. High vessel utilization, combined with the deployment of the *Helix Producer I* (“*HP I*”) for Macondo spill containment, more than offset losses incurred on first-time jobs performed by our two newest vessels, the *Caesar* and the *Normand Clough*. Furthermore, as we noted in our recent press release, we commenced production in our Phoenix field last week. This marks a major milestone for Helix: a journey that began with the acquisition of the Typhoon field in 2006 after destruction of the infrastructure caused by Hurricane Rita and our subsequent construction of the *HP I*. It is also worth noting that we generated a fair amount of free cash flow during the quarter as our total liquidity increased to nearly $700 million at September 30, 2010.”

Second quarter 2010 results included the following items on a pre-tax basis:

- Non-cash impairment charges of $159.9 million reflecting a reduction in carrying values of oil and gas properties following reductions of reserve estimates primarily associated with reassessment of certain fields' economics.

The net impact of the impairments in the second quarter, after income taxes, was $1.00 per diluted share.

Third quarter 2009 results included the following items on a pre-tax basis:

- A $17.9 million gain from sale of 23.2 million shares of Cal Dive common stock.
- A $10.4 million charge associated with a weather derivative contract entered into in July 2009 to mitigate against possible losses during the 2009 hurricane season.

The net impact of these items in the third quarter of 2009, after income taxes, was $0.07 per diluted share.

* * * * *

Summary of Results [(1) (2)]

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

	Quarter Ended			Nine Months Ended	
	September 30		June 30	September 30	
	2010	2009	2010	2010	2009
Revenues	$ 392,669	$ 216,025	$ 299,262	$ 893,501	$ 1,281,639
Gross Profit (Loss):					
Operating [(3)]	$ 87,891	$ 5,058	$ 66,216	$ 191,241	$ 367,056
	22%	*2%*	*22%*	*21%*	*29%*
Oil and Gas Impairments [(4)]	(897)	(1,537)	(159,862)	(171,871)	(64,610)
Exploration Expense	(442)	(904)	(1,172)	(1,780)	(2,863)
Total	$ 86,552	$ 2,617	$ (94,818)	$ 17,590	$ 299,583
Net Income (Loss) Applicable to Common Shareholders [(5)]	$ 26,161	$ 3,895	$ (85,551)	$ (77,281)	$ 157,564
Diluted Earnings (Loss) Per Share	$ 0.25	$ 0.04	$ (0.82)	$ (0.74)	$ 1.48
Adjusted EBITDAX [(6)]	$ 143,072	$ 38,306	$ 130,539	$ 335,016	$ 431,520

Segment Information, Operational and Financial Highlights [1]
(in thousands, unaudited)

	Three Months Ended		
	September 30,		June 30,
	2010	2009	2010
Revenues:			
Contracting Services	$ 238,531	$ 175,091	$ 202,317
Production Facilities	74,458	1,141	21,391
Oil and Gas	95,566	63,715	102,586
Intercompany Eliminations	(15,886)	(23,922)	(27,032)
Total	$ 392,669	$ 216,025	$ 299,262
Income (Loss) from Operations:			
Contracting Services	$ 31,015	$ 22,199	$ 43,781
Production Facilities	44,520	(1,388)	12,977
Oil and Gas [2]	(3,206)	(23,599)	3,609
Gain on Oil and Gas Derivative Commodity Contracts	161	4,598	2,482
Oil and Gas Impairments [3]	(897)	(1,537)	(159,862)
Exploration Expense	(442)	(904)	(1,172)
Corporate	(10,767)	(12,067)	(12,597)
Intercompany Eliminations	(286)	(1,971)	(6,114)
Total	$ 60,098	$ (14,669)	$ (116,896)
Equity in Earnings of Equity Investments	$ 6,221	$ 13,385	$ 1,656

Note: Footnotes listed at end of press release.

Contracting Services

- Subsea Construction and Robotics revenues increased in the third quarter of 2010 compared to the second quarter of 2010 attributable to the *Caesar* being in service for a full quarter on its first pipelay contract, and full utilization of the *Express* on contract with BP. Overall our utilization rate for our owned and chartered vessels increased to 97% in the third quarter of 2010 from 74% in the second quarter of 2010. Further, Robotics utilization improved to 68% in the third quarter of 2010 from 61% in the second quarter of 2010. Finally, intercompany revenue eliminations associated with internal vessel utilization continued to decrease in the third quarter of 2010 as we have substantially completed our own oil and gas development projects.

- Well Operations revenues in the third quarter of 2010 were comparable to the second quarter of 2010 despite lower overall utilization (83% compared to 98%). The *Q4000* was on contract to BP for Macondo oil spill containment efforts the entire third quarter. The *Well Enhancer*, our newest North Sea vessel, underwent a capital upgrade to install coiled tubing capabilities and was out of service for 61 days in the third quarter. The upgrade was completed in October 2010 and the vessel has returned to work. Further, our Asia/Pacific region commenced its first field abandonment contract in China in the third quarter of 2010 with our chartered vessel, the *Normand Clough*.

- Gross profit margins for our Contracting Services business were 18% in the third quarter of 2010 compared to 25% in the second quarter of 2010. Gross profit margins in the third quarter were negatively impacted by vessel and project start up issues on the *Caesar*, as well as the longer than expected duration of our field abandonment contract offshore China utilizing the *Normand Clough*.

Production Facilities

- The *HP I*, our dynamically positioned floating production unit, was also was on contract to BP to assist in the oil spill containment efforts in the Gulf of Mexico for the entire third quarter of 2010. The *HP I* completed its contract with BP and mobilized back to our Phoenix field in October. Production from the Phoenix field commenced on October 19, 2010.

Oil and Gas

- Oil and Gas revenues decreased in the third quarter of 2010 compared to the second quarter of 2010 due to lower production. Production in the third quarter of 2010 totaled 10.4 Bcfe compared to 11.9 Bcfe in the second quarter of 2010.

- The average prices realized for natural gas, including the effect of settled natural gas hedge contracts, totaled $6.13 per thousand cubic feet of gas (Mcf) in the third quarter of 2010 compared to $6.10 per Mcf in the second quarter of 2010. For oil, including the effects of settled hedge contracts, we realized $73.63 per barrel in the third quarter of 2010 compared to $72.59 per barrel in the second quarter of 2010.

- Our October oil and gas production rate averaged 125 million cubic feet of natural gas equivalent per day (MMcfe/d) through October 26, 2010 compared, to an average of 113 MMcfe/d in the third quarter of 2010 and an average of 131 MMcfe/d in the second quarter of 2010.

- Our third quarter 2010 oil and gas results included a $9.4 million charge associated with a weather derivative contract entered into in July 2010 to mitigate possible losses during the 2010 hurricane season. The derivative contract was purchased in lieu of traditional windstorm insurance coverage. The third quarter charge of $9.4 million was $6.4 million higher than if the cost of the weather derivative contract was charged to expense evenly over a twelve month period similar to a traditional insurance premium.

- At September 30, 2010, we have oil and gas hedge contracts in place for approximately 6.1 Bcf of natural gas and 938 thousand barrels of oil representing essentially all of our forecasted production for the remainder of 2010. We also have entered into oil and gas hedge contracts for 2011 totaling 22.3 Bcfe (2.4 million barrels of oil and 8.1 Bcf of gas).

Other Expenses

- Selling, general and administrative expenses were 6.8% of revenue in the third quarter of 2010, 8.2% in the second quarter of 2010, and 10.1% in the third quarter of 2009.

- Net interest expense and other decreased to $21.4 million in the third quarter of 2010 from $22.2 million in the second quarter of 2010. Net interest expense increased to $25.5 million in the third quarter of 2010 compared with $20.5 million in the second quarter of 2010. The increase in net interest expense resulted primarily from a reduction of $3.8 million in capitalized interest from the second quarter of 2010 to the third quarter of 2010, which was attributable to the completion of our significant capital projects. Also, we incurred foreign exchange gains related to the appreciation in our non-U.S. dollar functional currencies and foreign exchange currency contracts totaling $4.3 million in the third quarter of 2010 compared to foreign exchange losses of $1.7 million in the second quarter of 2010.

Financial Condition and Liquidity

- Consolidated net debt at September 30, 2010 decreased to $1.03 billion from $1.09 billion at June 30, 2010. We had no borrowings under our revolver. Our total liquidity at September 30, 2010 was approximately $700 million, consisting of cash on hand of $325 million and revolver availability of $374 million. Net debt to book capitalization as of September 30, 2010 was 43%. (Net debt to book capitalization is a non-GAAP measure. See reconciliation attached hereto.)

- As of September 30, 2010, we were in compliance with our covenants under our various loan agreements.
- We incurred capital expenditures (including capitalized interest) totaling $31 million in the third quarter of 2010, compared to $37 million in the second quarter of 2010 and $87 million in the third quarter of 2009.

Footnotes to “Summary of Results”:

(1) Results of Helix RDS Limited, our former reservoir consulting business, included as discontinued operations for all periods presented in our comparative condensed consolidated statements of operations.
(2) Results of Cal Dive, our former Shelf Contracting business, were consolidated through June 10, 2009, at which time our ownership interest dropped below 50%. Our remaining interest was accounted for under the equity method of accounting through September 23, 2009. Subsequent to September 23, 2009, our investment in Cal Dive was accounted for as an available for sale security.
(3) Included $9.4 million of expense related to a weather derivative contract and $0.9 million of hurricane-related costs in the third quarter of 2010. Included $10.4 million of expense related to a weather derivative contract and $5.1 million of hurricane-related costs in the third quarter of 2009.
(4) Second quarter 2010 oil and gas impairments of $159.9 million related to the reduction of the carrying values of certain oil and gas properties due to reserve revisions.
(5) Nine months ended September 30, 2010 included a $17.5 million settlement of litigation related to the termination of a 2007 international construction contract.
(6) Non-GAAP measure. See reconciliation attached hereto.

Footnotes to “Segment Information, Operational and Financial Highlights”:

(1) Results of Helix RDS Limited, our former reservoir consulting business, were included as discontinued operations for all periods presented in our comparative condensed consolidated statements of operations.
(2) Included $9.4 million of expense related to a weather derivative contract and $0.9 million of hurricane-related costs in the third quarter of 2010. Included $10.4 million of expense related to a weather derivative contract and $5.1 million of hurricane-related costs in the third quarter of 2009.
(3) Second quarter 2010 oil and gas impairments of $159.9 million related to reduction of the carrying values of certain oil and gas properties due to reserve revisions.

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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 2010 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 Thursday, October 28, 2010, will be audio webcast live from the “Investor Relations” page of Helix’s website. Investors and other interested parties wishing to listen to the call via telephone may join the call by dialing 800 734 8582 (Domestic) or 1 212 231 2905 (International). The pass code is Tripodo. A replay w ill be available from the Audio Archives page on Helix’s website until February 24, 2011.

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. That business unit is a prospect generation, exploration, development and production company. Employing our own key services and methodologies, we seek to lower finding and development costs, relative to industry norms.

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. Further, we do not include earnings from our interest in Cal Dive in any periods presented in our Adjusted EBITDAX calculation. 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, performance or industry rankings; 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 Annual Report on Form 10-K for the year ending December 31, 2009 and any subsequent Quarterly Report on Form 10-Q, 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 Sept. 30, 2010	Three Months Ended Sept. 30, 2009	Nine Months Ended Sept. 30, 2010	Nine Months Ended Sept. 30, 2009
	(unaudited)		(unaudited)	
Net revenues:				
Contracting services	$ 297,103	$ 152,310	$ 604,634	$ 967,751
Oil and gas	95,566	63,715	288,867	313,888
	392,669	216,025	893,501	1,281,639
Cost of sales:				
Contracting services	211,634	127,402	438,008	765,602
Oil and gas	93,586	84,469	266,032	151,844
Oil and gas impairments	897	1,537	171,871	64,610
	306,117	213,408	875,911	982,056
Gross profit	86,552	2,617	17,590	299,583
Gain on oil and gas derivative commodity contracts	161	4,598	2,643	83,328
Gain on sale of assets, net	13	-	6,246	1,773
Selling and administrative expenses	(26,628)	(21,884)	(91,675)	(102,609)
Income (loss) from operations	60,098	(14,669)	(65,196)	282,075
Equity in earnings of equity investments	6,221	13,385	12,932	27,152
Gain on subsidiary equity transaction	-	17,901	-	77,343
Net interest expense and other	(21,407)	(10,306)	(64,782)	(39,969)
Income (loss) before income taxes	44,912	6,311	(117,046)	346,601
Provision for (benefit of) income taxes	17,965	4,468	(41,962)	126,196
Income (loss) from continuing operations	26,947	1,843	(75,084)	220,405
Discontinued operations, net of tax	-	3,021	(44)	10,303
Net income (loss), including noncontrolling interests	26,947	4,864	(75,128)	230,708
Less: net income applicable to noncontrolling interests	(776)	(844)	(2,049)	(19,017)
Net income (loss) applicable to Helix	26,171	4,020	(77,177)	211,691
Preferred stock dividends	(10)	(125)	(104)	(688)
Preferred stock beneficial conversion charges	-	-	-	(53,439)
Net income (loss) applicable to Helix common shareholders	$ 26,161	$ 3,895	$ (77,281)	$ 157,564
Weighted Avg. Common Shares Outstanding:				
Basic	104,090	101,282	103,772	97,831
Diluted	105,307	101,334	103,772	105,868
Basic earnings (loss) per share of common stock:				
Continuing operations	$0.25	$0.01	($0.74)	$1.49
Discontinued operations	-	0.03	-	0.10
Net income (loss) per share of common stock	$0.25	$0.04	($0.74)	$1.59
Diluted earnings (loss) per share of common stock:				
Continuing operations	$0.25	$0.01	($0.74)	$1.38
Discontinued operations	-	0.03	-	0.10
Net income (loss) per share of common stock	$0.25	$0.04	($0.74)	$1.48

Comparative Condensed Consolidated Balance Sheets

ASSETS (in thousands)	Sept. 30, 2010	Dec. 31, 2009	*LIABILITIES & SHAREHOLDERS' EQUITY* (in thousands)	Sept. 30, 2010	Dec. 31, 2009
	(unaudited)			(unaudited)	
Current Assets:			Current Liabilities:		
Cash and equivalents	$ 325,480	$ 270,673	Accounts payable	$ 165,484	$ 155,457
Accounts receivable	218,221	172,678	Accrued liabilities	197,966	200,607
Other current assets	125,575	122,209	Current mat of L-T debt (1)	10,845	12,424
Total Current Assets	669,276	565,560	Total Current Liabilities	374,295	368,488
Net Property & Equipment:			Long-term debt (1) (2)	1,346,698	1,348,315
Contracting Services	1,491,193	1,470,582	Deferred income taxes	398,649	442,607
Oil and Gas	1,139,585	1,393,124	Asset retirement obligations	163,372	182,399
Equity investments	187,112	189,411	Other long-term liabilities	7,569	4,262
Goodwill	79,093	78,643	Convertible preferred stock (1)	1,000	6,000
Other assets, net	79,000	82,213	Shareholders' equity (1)	1,353,676	1,427,462
Total Assets	$ 3,645,259	$ 3,779,533	Total Liabilities & Equity	$ 3,645,259	$ 3,779,533

(1) Net debt to book capitalization - 43% at September 30, 2010. Calculated as total debt less cash and equivalents ($1,032,063) divided by sum of total net debt, convertible preferred stock and shareholders' equity ($2,386,739).

(2) Reflects impact of retrospective adoption of accounting standard which required bifurcation of Helix's convertible senior notes between debt and equity components. Impact on September 30, 2010 and December 31, 2009 was a reduction in debt totaling \$20.7 million and \$26.9 million, respectively.

Helix Energy Solutions Group, Inc.
Reconciliation of Non GAAP Measures
Three and Nine Months Ended September 30, 2010

Earnings Release:

Reconciliation From Net Income to Adjusted EBITDAX:

	3Q10	3Q09	2Q10	2010	2009
	(in thousands)				
Net income (loss) applicable to common shareholders	$ 26,161	$ 3,895	$ (85,551)	$ (77,281)	$ 157,564
Non-cash impairment	897	533	159,862	171,871	19,794
(Gain) loss on asset sales	(13)	(17,869)	41	(6,219)	(87,892)
Preferred stock dividends	10	125	34	104	54,127
Income tax provision (benefit)	17,965	1,415	(52,366)	(41,964)	116,281
Net interest expense and other	21,385	10,192	22,144	64,708	36,561
Depreciation and amortization	76,225	46,315	85,203	222,017	188,513
Exploration expense	442	904	1,172	1,780	2,863
Adjusted EBITDAX (including Cal Dive)	$ 143,072	$ 45,510	$ 130,539	$ 335,016	$ 487,811
Less: Previously reported contribution from Cal Dive	$ -	$ (7,204)	$ -	$ -	$ (56,291)
Adjusted EBITDAX	$ 143,072	$ 38,306	$ 130,539	$ 335,016	$ 431,520

We calculate adjusted EBITDAX as earnings before net interest expense, taxes, depreciation and amortization, and exploration expense. Further, we do not include earnings from our interest in Cal Dive in any periods presented in our adjusted EBITDAX calculation. 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.

Helix Energy Solutions Group, Inc.
Reconciliation of Non GAAP Measures
Three Months Ended September 30, 2010

Earnings Release:

Reconciliation of unusual items:

	2Q10	3Q09
	(in thousands, except per share data)	
Non-cash property impairments and other charges:		
Property impairments	$ 159,862	$ -
Gain on acquisition or asset sales	-	(17,901)
Weather derivative contract	-	7,084
Tax (benefit) provision associated with above	(55,952)	3,805
Non-cash property impairments and other charges, net:	$ 103,910	$ (7,012)
Diluted shares	104,125	101,334
Net after income tax effect per share	$ 1.00	$ (0.07)

October 28, 2010

Helix Producer I producing Phoenix oil and gas

Third Quarter 2010 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 Annual Report on Form 10-K for the year ended December 31, 2009, and any subsequent quarterly reports on Form 10-Q. 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 2009 Form 10-K and any subsequent Quarterly Reports on Form 10-Q.

Presentation Outline

Subsea Intervention Lubricator aboard *Normand Clough*

Executive Summary

($ in millions, except per share data)

	Quarter Ended			Nine Months Ended	
	9/30/2010	9/30/2009	6/30/2010	9/30/2010	9/30/2009 (A)
Revenues	**$ 393**	**$ 216**	**$ 299**	**$ 894**	**$ 1,282** (B)
Gross Profit (Loss):	88	5	66	192	367
Operating	22%	2%	22%	21%	29%
Oil & Gas Impairments/ARO Increases	(1)	(1)	(160)	(172)	(64)
Exploration Expense	-	(1)	(1)	(2)	(3)
Total	$ 87	$ 3	$ (95)	$ 18	$ 300
Net Income (Loss)	**$ 26**	**$ 4**	**$ (85)**	**$ (77)** (C)	**$ 158** (D)
Diluted Earnings (Loss) Per Share	**$ 0.25**	**$ 0.04**	**$ (0.82)**	**$ (0.74)**	**$ 1.48**
Adjusted EBITDAX (E)(F)					
Contracting Services	$ 92	$ 28	$ 63	$ 181	$ 121
Oil & Gas	51	12	74	173	314
Elimination	-	(2)	(6)	(19)	(3)
Adjusted EBITDAX	**$ 143**	**$ 38**	**$ 131**	**$ 335**	**$ 432**

(A) Results of Cal Dive, our former Shelf Contracting business, were consolidated through June 10, 2009, at which time our ownership interest dropped below 50%; thereafter, our remaining interest was accounted for under the equity method of accounting until September 23, 2009, when we sold substantially all of our remaining interest in Cal Dive. Revenues from our Shelf Contracting business totaled $404.7 million.

(B) Included revenues in the first quarter 2009 of $73.5 million of previously disputed accrued royalties.

(C) Included a $17.5 million ($11.5 million after income taxes) charge related to settlement of litigation regarding a 2007 international construction contract.

(D) After $53.4 million of non-cash charges related to convertible preferred stock in first quarter 2009.

(E) See non-GAAP reconciliations on slides 20-21.

(F) EBITDAX excludes Cal Dive contribution in all periods presented.

Executive Summary

- EPS of $0.25 per diluted share
  - Good cash flow generation with EBITDAX of $143 million
  - High utilization across the fleet and *Helix Producer I* deployment on Macondo spill more than offset two loss projects (see below)
- Contracting Services
  - Utilization of *Helix Producer I, Q4000* and *Express* on Macondo spill containment
  - *Caesar* placed into service and completed initial GOM pipelay project – negative margins
  - *Normand Clough* placed into service in China on initial well decommissioning job – negative margins
  - *Well Enhancer* completed coiled tubing upgrade and consequently out of service for 61 days in Q3
- Oil and Gas
  - Third quarter average production rate of approximately 113 Mmcfe/d
  - October average production rate of approximately 125 Mmcfe/d through the 26th, but higher now with Phoenix online
  - Phoenix production commenced on 10/19/2010 after *Helix Producer I* returned from BP spill containment operation
  - Expensed $9.4 million in Q3 associated with weather derivative contract to mitigate against possible windstorm losses
    - $6.4 million higher than if cost charged to expense evenly over 12-month period similar to traditional insurance

Executive Summary

Oil and Gas (continued)

- Oil and gas production totaled 10.4 Bcfe for Q3 2010 versus 11.9 Bcfe in Q2 2010
    - Avg realized price for oil of $73.63 / bbl ($72.59 / bbl in Q2 2010), inclusive of hedges
    - Avg realized price for gas of $6.13 / Mcf ($6.10 / Mcf in Q2 2010), inclusive of hedges
- Balance sheet remains strong (see slide 18)
    - Net debt balance of $1.0 billion at September 30, 2010
    - Liquidity* of approximately $700 million at September 30, 2010

*Liquidity as we define it is equal to cash and cash equivalents ($325 million), plus available capacity under our revolving credit facility ($374 million).

2010 Outlook

- Contracting Services activity in Q4 2010 expected to decline from Q3 2010 levels
  - Normal reduction due to seasonal factors
  - *Helix Producer I* returns mostly to internal utilization on Phoenix field
  - Slower ROV construction-related activity
- Capital expenditures of approximately $200 million expected for 2010
  - $86 million relates to completion of major vessel projects
  - Oil and Gas capital expenditures of approximately $80 million, excluding P&A of approximately $60 million

2010 Outlook

Broad Metrics	2010 Forecast	2009
Oil and Gas Production	≈ 45 Bcfe	44 Bcfe
EBITDAX	≈ $450 million	$490 million
CAPEX	≈ $200 million	$328 million

Commodity Price Deck		2010 Forecast	2009
Hedged	Oil	$75.96/ bbl	$67.11 / bbl
	Gas	$5.97 / mcf	$7.75 / mcf

Operations Highlights

Helix Producer I processing Macondo oil in MC252

Normand Clough on Lufeng P&A job

- Helix vessels (*Q4000, Helix Producer I* and *Express*) played key roll in Macondo response and returned to their pre-spill response operating mode in first half of October
- *Caesar* completed its maiden project (47 miles of 20-inch pipeline in the GOM) successfully but incurred a loss on the project due to some vessel start-up issues and lower welding productivity ramp-up than expected
- Helix's robotics business delivered strong operating and financial results from activities in the North Sea, offshore Norway, India, Ghana, Nova Scotia and Gulf of Mexico
- *Well Enhancer* spent the majority of the quarter at the quayside for the coiled tubing upgrade and entered its first well with coiled tubing early October
- Decommissioning of the Lufeng wells in South China Sea was impacted by weather, equipment downtime and downhole issues resulting in a loss for the quarter
- Contracting Services approximate backlog of $300 million at 9/30/2010

Q4000 in Action for Macondo Response

Dynamic Kill

Static Kill

With Evergreen Burners

HBOP Recovery

- Arrived in staging area within 3 days of call-off
- Multi-functional and ease of adaptability between operating modes
  - Containment
  - Dynamic Kill
  - Flaring
  - Static Kill
  - Recovery
  - Control platform for LMRP/BOP yellow pod

Contracting Services

($ in millions, except percentages)

	Quarter Ended		
	September 30		June 30
	2010	2009	2010
Revenues (A)			
Contracting Services	$ 239	$ 175	$ 202
Production Facilities	74	1	21
Total Revenue	$ 313	$ 176	$ 223
Gross Profit (A)			
Contracting Services	$ 42	$ 29	$ 50
Profit Margin	*18%*	*17%*	*25%*
Production Facilities	45	(1)	13
Profit Margin	*60%*	NA	*61%*
Total Gross Profit	$ 87	$ 28	$ 63
Gross Profit margin	*28%*	*16%*	*28%*

(A) See non-GAAP reconciliation on slides 20-21. Amounts are prior to intercompany eliminations.

- Gross margins adversely impacted by losses on Anaconda and Lufeng projects, and *Well Enhancer* downtime for coiled tubing upgrade
- Strong contribution by the *Helix Producer I*

Coiled Tubing being deployed into North Sea well from Well Enhancer

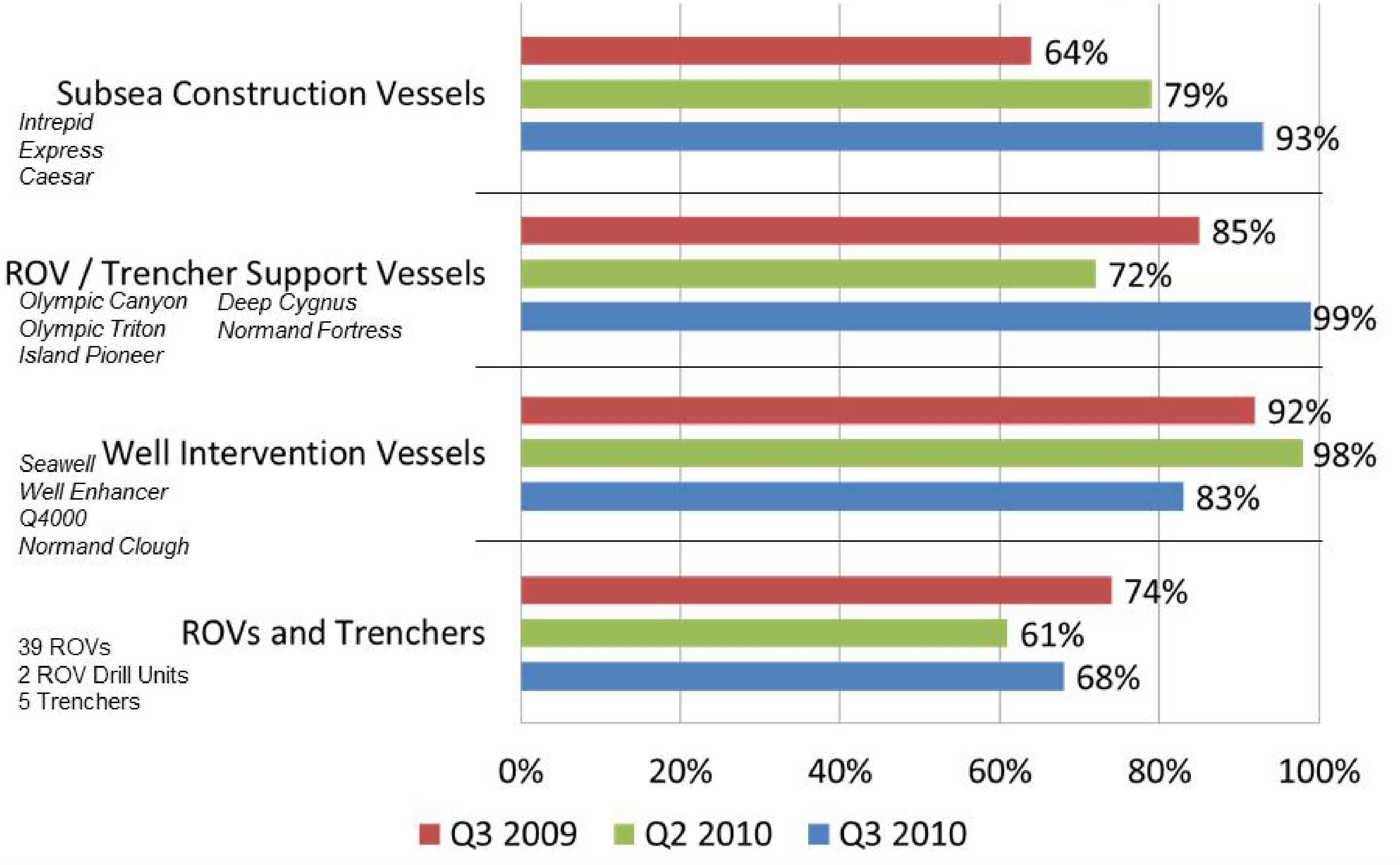
Equity in Earnings of Equity Investments

($ in millions)

	Quarter Ended			Nine Months Ended	
	September 30		June 30		
	2010	2009	2010	9/30/2010	9/30/2009
Independence Hub	$ 4	$ 5	$ 5	$ 14	$ 17
Deepwater Gateway (Marco Polo)	1	1	1	4	2
CloughHelix JV	1	-	(4)	(5)	-
Cal Dive (A)	-	7	-	-	8
Equity in Earnings	$ 6	$ 13	$ 2	$ 13	$ 27

(A) Results of Cal Dive, our former Shelf Contracting business, were consolidated through June 10, 2009, at which time our ownership interest dropped below 50%; thereafter, our remaining interest was accounted for under the equity method of accounting until September 23, 2009, when we sold substantially all of our remaining interest in Cal Dive.

Contracting Services Q3 2010 Utilization



Contracting Services – 4th Quarter Outlook

Well Ops

- Expect high utilization for our four Well Ops vessels but with lower margins mainly due to the *Q4000* performing lower margin well P&A work for the remainder of the year

Production Facilities

- *Helix Producer I* operational on Phoenix field

ROV – Robotics

- *Island Pioneer* is experiencing slow first half of the quarter but is fully booked for the second half of the quarter on a trenching job offshore Egypt
- *Olympic Triton* completed its scope on the Jubilee project offshore Ghana and will be off-hire until March / April 2011
- *Olympic Canyon* continues its long-term assignment for Reliance as IRM vessel in Bay of Bengal
- *Deep Cygnus* with T750 trencher is scheduled to complete Anaconda pipeline trenching early November and will be used to install deepwater umbilicals to offload *Express* schedule

Subsea Construction

- *Caesar* expected to complete second pipelay project, 18 miles of 18-inch for EOG Resources
- Expect high utilization for *Express* and *Intrepid* in GOM and Trinidad

T750 trencher launched from the Deep Cygnus in North Sea

Caesar laying pipe offshore Trinidad GOM

Oil & Gas

HELIX ENERGY SOLUTIONS GROUP

Financial Highlights	Quarter Ended September 30 2010	Quarter Ended September 30 2009	Quarter Ended June 30 2010
Revenue (millions)	$ 96	$ 64	$ 103
Gross Profit - Operating	3	(15)	12
Hurricane Expenses, Net (A)	(1)	(5)	(2)
Oil & Gas Impairments (B)	(1)	(1)	(160)
Exploration Expense	-	(1)	(1)
Total	$ 1	$ (22)	$ (151)
Gain on Oil & Gas Derivative Contracts	$ -	$ 5	$ 2
Production (Bcfe):			
Shelf	4.7	6.8	4.9
Deepwater	5.7	3.0	7.0
Total	10.4	9.8	11.9
Average Commodity Prices (C):			
Oil / Bbl	$ 73.63	$ 68.86	$ 72.59
Gas / Mcf	$ 6.13	$ 8.02	$ 6.10

(A) Reflects hurricane insurance proceeds less related costs.

(B) Second quarter 2010 impairments primarily associated with the reduction in carrying values of 15 GOM properties due to a mid-year revision in reserves.

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

Oil & Gas

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

	Quarter Ended					
	September 30				June 30	
	2010		2009		2010	
	Total	per Mcfe	Total	per Mcfe	Total	per Mcfe
DD&A (A)	**$ 54**	**$ 5.24**	**$ 35**	**$ 3.56**	**$ 67**	**$ 5.67**
Operating and Other (B):						
Operating Expenses (C)	$ 27	2.64	$ 25	2.56	$ 16	1.33
Workover	4	0.36	6	0.61	3	0.29
Transportation	2	0.18	3	0.31	1	0.09
Repairs & Maintenance	3	0.25	4	0.42	2	0.15
Other	2	0.19	2	0.25	2	0.13
Total Operating & Other	**$ 38**	**3.62**	**$ 40**	**4.15**	**$ 24**	**1.99**
Total	**$ 92**	**$ 8.86**	**$ 75**	**$ 7.71**	**$ 91**	**$ 7.66**

(A) Included accretion expense.

(B) Excluded hurricane-related repairs of $0.9, $5.1 and $1.6 million, net of insurance recoveries, for the quarters ended September 30, 2010, September 30, 2009 and June 30, 2010, respectively.

(C) Excluded exploration expenses of $0.4, $0.9 and $1.2 million, and abandonment costs of $0.2, $2.9 and $0.4 million for the quarters ended September 30, 2010, September 30, 2009 and June 30, 2010, respectively. Included $9.4 and $10.4 million related to a weather derivative contract for the quarters ended September 30, 2010 and September 30, 2009, respectively.

Summary of Oct 2010 – Dec 2011 Hedging Positions

Oil (Bbls)	Collars	Swaps	Total Volume Hedged	Swap Pricing	Average Collar Price Floor	Average Collar Price Ceiling
2010	300,000	637,500	937,500	$ 79.00	$ 62.50	$ 80.73
2011		2,375,000	2,375,000	$ 81.31		
Natural Gas (mcf)						
2010	3,036,000	3,060,000	6,096,000	$ 5.81	$ 6.00	$ 6.70
2011		8,095,000	8,095,000	$ 5.09		
Totals (mcfe)						
2010	4,836,000	6,885,000	11,721,000			
2011		22,345,000	22,345,000			
Grand Totals	**4,836,000**	**29,230,000**	**34,066,000**			

Key Balance Sheet Metrics

Debt (A)

Liquidity (B) of approximately $700 million at 9/30/10

(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 ($325 million), plus available capacity under our revolving credit facility ($374 million).

Non-GAAP Reconciliations

Non-GAAP Reconciliations

Adjusted EBITDAX (*$ in millions*)

	Quarter Ended			Nine Months Ended	
	September 30		June 30	September 30	
	2010	2009	2010	2010	2009
Net income (loss) applicable to common shareholders	$ 26	$ 4	$ (85)	$ (77)	$ 158
Non-cash impairments	1	1	160	172	20
Gain on asset sales	-	(18)	-	(6)	(88)
Preferred stock dividends	-	-	-	-	54
Income tax provision (benefit)	18	1	(52)	(42)	116
Net interest expense and other	22	10	22	64	36
Depreciation and amortization	76	46	85	222	189
Exploration expense	-	1	1	2	3
Adjusted EBITDAX (including Cal Dive)	$ 143	$ 45	$ 131	$ 335	$ 488
Less: Previously reported contribution from Cal Dive	-	(7)	-	-	(56)
Adjusted EBITDAX	$ 143	$ 38	$ 131	$ 335	$ 432

We calculate adjusted EBITDAX as earnings before net interest expense, taxes, depreciation and amortization, and exploration expense. Further, we do not include earnings from our former interest in Cal Dive in any periods presented in our adjusted EBITDAX calculation. 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
	2010	2009	2010
Revenues			
Contracting Services	$ 239	$ 175	$ 202
Production Facilities	74	1	21
Intercompany elim. - Contracting Services	(16)	(24)	(24)
Intercompany elim. - Production Facilities	-	-	(3)
Revenue as Reported	$ 297	$ 152	$ 196
Gross Profit			
Contracting Services	$ 42	$ 29	$ 50
Production Facilities	45	(1)	13
Intercompany elim. - Contracting Services	-	(2)	(4)
Intercompany elim. - Production Facilities	-	-	(2)
Gross Profit as Reported	$ 87	$ 26	$ 57
Gross Profit Margin	29%	17%	29%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