



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): **December 16, 2009**



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

Minnesota
(State or other jurisdiction
of incorporation)

001-32936
(Commission File Number)

95-3409686
(IRS Employer Identification No.)

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

77060
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 16, 2009, the Compensation Committee (the “Committee”) of the Board of Directors of Helix Energy Solutions Group, Inc. (“Helix”) determined and approved the base salaries, the Long-Term Incentive Award (consisting of the Long-Term Incentive Cash Award and the restricted stock awards under our 2005 Long Term Incentive Plan), and the 2010 Target Bonus (payable in 2011), for each of the executive officers of Helix. The following table sets forth such base salary, Long-Term Incentive Award, the Long-Term Incentive Cash Award, the restricted stock award and the 2010 Target Bonus for each executive officer listed in the “Summary Compensation Table” in Helix’s proxy statement for its 2009 annual meeting of stockholders who will continue to be employed by Helix during calendar 2010:

Name and Title	Base Salary (1)	Long-Term Incentive Award ⁽²⁾	Award of Shares of Restricted Stock ⁽³⁾	Long-Term Incentive Cash Award ⁽⁴⁾	2010 Target Bonus ⁽⁵⁾
Owen Kratz, President and Chief Executive Officer	\$700,000	\$3,000,000	101,012	(4)	\$1,400,000
Anthony Tripodo, Executive Vice President and Chief Financial Officer	\$400,000	\$1,300,000	43,767	(4)	\$600,000
Bart H. Heijermans, Executive Vice President and Chief Operating Officer	\$450,000	\$1,500,000	50,506	(4)	\$600,000
Robert Murphy, Executive Vice President – Oil & Gas	\$450,000	\$1,500,000	50,506	(4)	\$600,000
Alisa Johnson, Executive Vice President and General Counsel	\$325,000	\$1,050,000	35,350	(4)	\$375,000

(1) Base salary will be effective as of January 1, 2010.

(2) Long-Term Incentive Award will consist of restricted stock in the amounts set forth above in the column entitled “Grant of Shares of Restricted Stock” and a Long-Term Incentive Cash Award in an amount determined in accordance with note 4 below.

(3) Each restricted stock award will be granted on January 4, 2010 and such award will vest 20% per year for a five-year period beginning on January 4, 2011 or upon such other events described in the grant agreement.

(4) A Long-Term Incentive Cash Award Letter will be issued pursuant to the Long Term Incentive Cash Plan. The cash award will vest 20% per year for a five-year period beginning on January 4, 2011 or upon such other events described in the applicable award letter. The amount of each executive

officer's Long-Term Incentive Cash Award shall be equal to the Long-Term Incentive Award set forth in the table above minus the value of the restricted stock grant set forth in the table above based on the closing price of Helix's common stock on the last trading day of 2009 (December 31, 2009).

- (5) The 2010 cash bonus will be determined and paid in approximately March 2011 as determined by the Compensation Committee and as described in the Company's proxy statement for the annual meeting of stockholders. The 2010 cash bonus amounts may be increased or decreased in the discretion of the Compensation Committee.

Information related to the other elements of total compensation for these executive officers will be disclosed in Helix's 2010 Proxy Statement to the extent required by the rules related to proxy statements and disclosure of executive compensation.

SIGNATURES

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

Date: December 21, 2009

HELIX ENERGY SOLUTIONS GROUP, INC.

By: _____ /s/ Ant

Tripodo

Anthony Tripodo
Executive Vice President and Chief Financial Officer
