

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

1. Name and Address of Reporting Person* <u>Heijermans Bart H</u>  (Last) (First) (Middle) 400 N. SAM HOUSTON PARKWAY E. SUITE 400  (Street) HOUSTON TX 77060  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HELIX ENERGY SOLUTIONS GROUP INC [ HLX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former Executive VP &amp; COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2011	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2011		D		9,639 <sup>(1)</sup>	D	\$0.00	243,941	D	
Common Stock	01/31/2011		D		19,278 <sup>(1)</sup>	D	\$0.00	224,663	D	
Common Stock	01/31/2011		D		30,304 <sup>(1)</sup>	D	\$0.00	194,359	D	
Common Stock	01/31/2011		D		56,082 <sup>(1)</sup>	D	\$0.00	138,277	D	
Common Stock	01/31/2011		F		2,850 <sup>(2)</sup>	D	\$11.78	135,427	D	
Common Stock	01/31/2011		F		3,514 <sup>(2)</sup>	D	\$11.78	131,913	D	
Common Stock	01/31/2011		F		3,514 <sup>(2)</sup>	D	\$11.78	128,399	D	
Common Stock	01/31/2011		F		3,682 <sup>(2)</sup>	D	\$11.78	124,717	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These shares of restricted stock were forfeited upon the termination of Mr. Heijerman's employment with the Company pursuant to the Stock and Cash Award Amendment Agreement between Mr. Heijermans and the Company dated effective January 21, 2011.
- These shares were forfeited to satisfy tax obligations related to the vesting of the reporting person's restricted stock award.

**Remarks:**

/s/ Alisa B. Johnson

02/01/2011

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.