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): **February 22, 2012**

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 2.02 Results of Operations and Financial Condition.

On February 22, 2012, Helix Energy Solutions Group, Inc. ("Helix") issued a press release announcing its fourth quarter and year-end results of operation for the period ended December 31, 2011. Attached hereto as Exhibit 99.1, and incorporated by reference herein, is the press release.

Item 7.01 Regulation FD Disclosure.

On February 22, 2012, Helix issued a press release announcing its fourth quarter and year-end results of operation for the period ended December 31, 2011. In addition, on February 23, 2012, 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 Fourth Quarter Earnings Conference Call Presentation issued by Helix. The presentation materials will also be posted beginning on February 23, 2012 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 February 22, 2012 reporting financial results for the fourth quarter of 2011 and for the year ending December 31, 2011.
99.2	Fourth Quarter Earnings 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: February 22, 2012

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 February 22, 2012 reporting financial results for the fourth quarter of 2011 and for the year ending December 31, 2011.
99.2	Fourth Quarter Earnings 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 **12-003**

Date: February 22, 2012 **Contact: Terrence Jamerson**
Director, Finance &
Investor Relations

Helix Reports Fourth Quarter and Full Year 2011 Results

HOUSTON, TX – Helix Energy Solutions Group, Inc. (NYSE: HLX) reported net income of $16.8 million, or $0.16 per diluted share, for the fourth quarter of 2011 compared with a net loss of $49.8 million, or $(0.48) per diluted share, for the same period in 2010, and net income of $46.0 million, or $0.43 per diluted share, in the third quarter of 2011. Net income for the year ended December 31, 2011 was $129.9 million, or $1.22 per diluted share, compared with a net loss of $127.1 million, or $(1.22) per diluted share, for the year ended December 31, 2010.

Fourth quarter 2011 results included the following items:

- Impairment charges totaling $107.5 million ($69.9 million after-tax) primarily associated with a reduction in carrying values of certain U.S. oil and gas properties and increases in U.S. and U.K. asset retirement obligations

- Tax benefit of $31.3 million related to a reorganization of our Australian subsidiaries, offset by impairment charges of $17.1 million associated with the reduction in the fair value of certain Australian assets ($14.2 million after-tax)

- Gain on sale of an oil and gas property of $4.5 million ($2.9 million after-tax)

The net impact of these items in the fourth quarter, after income taxes, was $(0.50) per diluted share.

Fourth quarter 2011 highlights included:

- Cash increased by $171 million during the quarter after paying down an additional $18 million in debt, ending the year at $546 million

- Net debt in the quarter decreased by $187 million for a total net debt decrease in 2011 of $358 million

- Oil and gas production totaled 2.24 million barrels of oil equivalent, or MMboe (13.4 billion cubic feet equivalent, or Bcfe) in Q4 2011 versus 1.95 MMboe (11.7 Bcfe) in Q3 2011

- Year-end proved reserve estimates totaled 38.9 MMboe (233.2 Bcfe), 58% of estimated reserves are oil, with a SEC price case PV-10 value of $1.5 billion.

- Total estimated proved and probable reserves as of December 31, 2011 were 58.8 MMBoe (352.9 Bcfe).

- Sold “Wideberth” gas property for $31 million (5.3 Bcfe of proved reserves)

Owen Kratz, President and Chief Executive Officer of Helix, stated, “when filtering out the impairments, much of which were associated with declining economics on our natural gas properties, Helix booked another strong operational quarter and generated a relatively significant amount of free cash flow.”

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Summary of Results

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

	Quarter Ended			Twelve Months Ended	
	December 31		September 30	December 31	
	2011	2010	2011	2011	2010
Revenues	$ 396,185	$ 306,337	$ 372,496	$ 1,398,607	$ 1,199,838
Gross Profit (Loss):					
Operating	$ 139,629	$ 31,790	$ 126,200	$ 474,109	$ 223,031
	35%	*10%*	*34%*	*34%*	*19%*
Oil and Gas Impairments [1], [2]	(107,525)	(9,212)	(2,357)	(132,603)	(181,083)
Exploration Expense [3]	(1,081)	(6,496)	(1,548)	(10,914)	(8,276)
Total	$ 31,023	$ 16,082	$ 122,295	$ 330,592	$ 33,672
Net Income (Loss) Applicable to Common Shareholders [4]	$ 16,753	$ (49,821)	$ 46,016	$ 129,939	$ (127,102)
Diluted Earnings (Loss) Per Share	$ 0.16	$ (0.48)	$ 0.43	$ 1.22	$ (1.22)
Adjusted EBITDAX [5]	$ 165,601	$ 96,207	$ 178,002	$ 668,662	$ 430,326

Note: Footnotes listed at end of press release.

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

- Non-cash impairment charge of $16.7 million to write off the carrying value of goodwill and a $7.1 million deferred tax asset valuation allowance attributable to our Southeast Asia well operations subsidiary
- Impairment charges totaling $9.2 million primarily associated with a reduction in carrying values of certain oil and gas properties and $6.4 million related to expiring offshore leases
- Loss of $21.4 million associated with the Lufeng contract offshore China related to weather, downhole and mechanical issues.

The net impact of these items in the fourth quarter of 2010, after income taxes, was $(0.54) per diluted share.

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

	Three Months Ended		
	December 31,		September 30,
	2011	2010	2011
Revenues:			
Contracting Services	$ 205,378	$ 185,291	$ 229,967
Production Facilities	19,359	20,131	19,986
Oil and Gas	196,072	136,502	159,218
Intercompany Eliminations	(24,624)	(35,587)	(36,675)
Total	$ 396,185	$ 306,337	$ 372,496
Income (Loss) from Operations:			
Contracting Services	$ 25,819	$ (8,148)	$ 47,363
Goodwill Impairment	-	(16,743)	-
Production Facilities	9,545	6,403	10,983
Oil and Gas	93,616	17,048	52,527
Gain on Oil and Gas Derivative Commodity Contracts	-	(1,555)	-
Oil and Gas Impairments (1)	(107,525)	(9,212)	(2,357)
Exploration Expense (2)	(1,081)	(6,496)	(1,548)
Corporate	(14,138)	(10,367)	(6,227)
Intercompany Eliminations	550	(390)	(528)
Total	$ 6,786	$ (29,460)	$ 100,213
Equity in Earnings of Equity Investments	$ 5,772	$ 6,537	$ 4,906

Note: Footnotes listed at end of press release.

Contracting Services

- Subsea Construction and Robotics revenues decreased in the fourth quarter of 2011 compared to the third quarter of 2011 primarily due to decreased utilization of our mobile pipelay equipment and lower activity levels at our onshore spoolbase facility. Overall our utilization rate for our owned and chartered vessels increased to 91% in the fourth quarter of 2011 from 86% in the third quarter of 2011. ROV and trenching utilization increased to 69% in the fourth quarter of 2011 compared to 67% in the third quarter of 2011.

- Well Intervention revenues decreased in the fourth quarter of 2011 due primarily to lower day rate work performed in the North Sea coupled with the mobilization of the *Well Enhancer* to West Africa. Vessel utilization in the North Sea decreased to 96% in the fourth quarter of 2011 from 98% in the third quarter of 2011. Vessel utilization in the Gulf of Mexico (*Q4000*) was 100% in the fourth quarter of 2011. On a combined basis, vessel utilization decreased slightly to 98% in the fourth quarter of 2011 compared to 99% in the third quarter of 2011.

Production Facilities

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

Oil and Gas

- Oil and Gas revenues increased in the fourth quarter of 2011 compared to the third quarter of 2011 due primarily to slightly higher oil and gas production and higher oil prices. Production in the fourth quarter of 2011 totaled 2.24 MMboe compared to 1.95 MMboe in the third quarter of 2011.

- The average price realized for oil, including the effects of settled oil hedge contracts, totaled $110.75 per barrel in the fourth quarter of 2011 compared to $100.93 per barrel in the third quarter of 2011. For natural gas and natural gas liquids, including the effect of settled natural gas hedge contracts, we realized $6.16 per thousand cubic feet of gas (Mcf) in the fourth quarter of 2011 compared to $6.15 per Mcf in the third quarter of 2011.

- Oil and gas production has averaged approximately 24 thousand barrels of oil equivalent per day (Mboe/d) year-to-date through February 21, 2012, compared to an average of 24 Mboe/d in the fourth quarter of 2011.

- We currently have oil and gas hedge contracts in place totaling 4.6 MMBoe (2.8 million barrels of oil and 11.0 Bcf of gas) in 2012 and 2.1 MMBoe (1.1 million barrels of oil and 6.0 Bcf of gas) in 2013.

Other Expenses

- Selling, general and administrative expenses were 7.3% of revenue in the fourth quarter of 2011, 5.9% in the third quarter of 2011 and 9.9% in the fourth quarter of 2010.

- Net interest expense and other decreased to $18.8 million in the fourth quarter of 2011 from $34.8 million in the third quarter of 2011, due primarily to foreign currency gains in the fourth quarter compared to foreign exchange losses and losses associated with premiums paid upon repurchases of senior unsecured notes in the third quarter. Net interest expense decreased to $22.2 million in the fourth quarter of 2011 compared with $24.1 million in the third quarter of 2011, due primarily to our repurchase of $75.0 million of our senior unsecured notes during the third quarter.

Financial Condition and Liquidity

- We repaid $18.0 million of our Term Loan from proceeds of the sale of an oil and gas property. Since the beginning of 2011 we have repaid $212 million of debt.

- Consolidated net debt at December 31, 2011 decreased to $609 million from $796 million as of September 30, 2011. We had no outstanding borrowings under our revolver as of December 31, 2011. Our total liquidity at December 31, 2011 was approximately $1.1 billion, consisting of cash on hand of $546 million and revolver availability of $559 million. Net debt to book capitalization as of December, 2011 was 30%. (Net debt to book capitalization is a non-GAAP measure. See reconciliation attached hereto.)

- On February 21, 2012, we amended our senior credit agreement to allow for an additional $100 million of borrowings under a new term loan committed by a syndicate of banks. Terms and conditions of the new term loan (which is expected to fund in March) are the same as those contained in our revolving credit facility. Proceeds from the term loan together with $100 million of existing liquidity will be used to repay $200 million in principal amount of our senior unsecured notes in late March.

- We incurred capital expenditures (including capitalized interest) totaling $46 million in the fourth quarter of 2011, compared to $65 million in the third quarter of 2011 and $33 million in the fourth quarter of 2010. For the years ended December 31, 2011 and 2010, capital expenditures incurred totaled $229 million and $179 million, respectively.

Footnotes to “Summary of Results”:

(1) Fourth quarter 2011 oil and gas impairments of $107.5 million were primarily related to a reduction in carrying value of certain oil and gas properties and increases in asset retirement obligations. Fourth quarter 2010 oil and gas impairments of $9.2 million were primarily related to a reduction in carrying value of certain oil and gas properties.

(2) Full year 2011 impairments were comprised of the impairments described in item (1) above, $22.7 million in the second quarter of 2011 primarily associated with six of our Gulf of Mexico oil and gas properties and our only non-domestic (U.K.) oil and gas property, and $2.4 million in the third quarter of 2011 primarily related to revisions in cost estimates for reclamation activities ongoing at two of our Gulf of Mexico oil and gas properties. Full year 2010 impairments were comprised of the impairments described in item (1) above, $7.0 million in the first quarter of 2010 primarily resulting from a decline in natural gas prices, $4.1 million in the first quarter of 2010 for our non-domestic oil and gas property, $159.9 million in the second quarter of 2010 resulting from a significant reduction in our estimates of proved reserves, and $0.9 million in the third quarter of 2010 associated with a revised estimated asset reclamation obligation of one non-producing field.

(3) Fourth quarter 2011 included $0.7 million of exploration costs associated with offshore lease expirations. Fourth quarter 2010 included $6.4 million of exploration costs associated with an offshore lease expiration.

(4) Twelve months ended December 31, 2010 included a payment of $17.5 million to settle litigation related to the termination of a 2007 international construction contract.

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

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

(1) Fourth quarter 2011 oil and gas impairments of $107.5 million were primarily related to a reduction in carrying value of certain oil and gas properties and increases in asset retirement obligations. Fourth quarter 2010 oil and gas impairments of $9.2 million were primarily related to a reduction in carrying value of certain oil and gas properties.

(2) Fourth quarter 2011 included $0.7 million of exploration costs associated with offshore lease expirations. Fourth quarter 2010 included $6.4 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 fourth quarter 2011 results (see the “Investor Relations” page of Helix’s website, www.HelixESG.com). The call, scheduled for 9:00 a.m. Central Standard Time on Thursday, February 23, 2012, 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 888-633-8407 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 Dec. 31, 2011	Three Months Ended Dec. 31, 2010	Twelve Months Ended Dec. 31, 2011	Twelve Months Ended Dec. 31, 2010
	(unaudited)		(unaudited)	
Net revenues:				
Contracting services	$ 200,113	$ 169,835	$ 702,000	$ 774,469
Oil and gas	196,072	136,502	696,607	425,369
	396,185	306,337	1,398,607	1,199,838
Cost of sales:				
Contracting services	157,333	162,075	528,375	600,083
Oil and gas	99,223	112,472	396,123	376,724
Oil and gas property impairments	107,525	9,212	132,603	181,083
Exploration expense	1,081	6,496	10,914	8,276
	365,162	290,255	1,068,015	1,166,166
Gross profit	31,023	16,082	330,592	33,672
Goodwill impairment	-	(16,743)	-	(16,743)
Gain on oil and gas derivative commodity contracts	-	(1,555)	-	1,088
Gain on sale of assets, net	4,531	3,159	4,525	9,405
Selling, general and administrative expenses	(28,768)	(30,403)	(99,589)	(122,078)
Income (loss) from operations	6,786	(29,460)	235,528	(94,656)
Equity in earnings of investments	5,772	6,537	22,215	19,469
Other than temporary loss on equity investments	(10,563)	(2,240)	(10,563)	(2,240)
Gain on subsidiary equity transaction	-	-	753	-
Net interest expense and other	(18,771)	(21,498)	(99,953)	(86,324)
Income (loss) before income taxes	(16,776)	(46,661)	147,980	(163,751)
Provision for (benefit of) income taxes	(34,283)	2,364	14,903	(39,598)
Net income (loss), including noncontrolling interests	17,507	(49,025)	133,077	(124,153)
Net income applicable to noncontrolling interests	(744)	(786)	(3,098)	(2,835)
Net income (loss) applicable to Helix	16,763	(49,811)	129,979	(126,988)
Preferred stock dividends	(10)	(10)	(40)	(114)
Net income (loss) applicable to Helix common shareholders	$ 16,753	$ (49,821)	$ 129,939	$ (127,102)
Weighted Avg. Common Shares Outstanding:				
Basic	104,267	104,111	104,528	103,857
Diluted	104,697	104,111	104,953	103,857
Earnings (Loss) Per Share of Common Stock:				
Basic	$ 0.16	$ (0.48)	$ 1.23	$ (1.22)
Diluted	$ 0.16	$ (0.48)	$ 1.22	$ (1.22)

Comparative Condensed Consolidated Balance Sheets

ASSETS **(in thousands)**	**Dec. 30, 2011**	**Dec. 31, 2010**	***LIABILITIES & SHAREHOLDERS' EQUITY*** **(in thousands)**	**Dec. 30, 2011**	**Dec. 31, 2010**
	(unaudited)			(unaudited)	
Current Assets:			Current Liabilities:		
Cash and equivalents	$ 546,465	$ 391,085	Accounts payable	$ 147,043	$ 159,381
Accounts receivable	276,156	226,704	Accrued liabilities	239,963	198,237
Other current assets	121,621	123,065	Income taxes payable	1,293	-
			Current mat of L-T debt (1)	7,877	10,179
Total Current Assets	944,242	740,854	Total Current Liabilities	396,176	367,797

Net Property & Equipment:			Long-term debt (1)	1,147,444	1,347,753
Contracting Services	1,459,665	1,452,837	Deferred income taxes	417,610	413,639
Oil and Gas	871,662	1,074,243	Asset retirement obligations	161,208	170,410
Equity investments	175,656	187,031	Other long-term liabilities	9,368	5,777
Goodwill	62,215	62,494	Convertible preferred stock (1)	1,000	1,000
Other assets, net	68,907	74,561	Shareholders' equity (1)	1,449,541	1,285,644
Total Assets	$ 3,582,347	$ 3,592,020	Total Liabilities & Equity	$ 3,582,347	$ 3,592,020

(1) *Net debt to book capitalization - 30% at December 31, 2011. Calculated as total debt less cash and equivalents ($608,856) divided by sum of total net debt, convertible preferred stock and shareholders' equity ($2,059,397).*

Helix Energy Solutions Group, Inc.
Reconciliation of Non GAAP Measures
Three and Twelve Months Ended December 31, 2011

Earnings Release:

Reconciliation From Net Income to Adjusted EBITDAX:

	4Q11	4Q10	3Q11	2011	2010
	(in thousands)				
Net income (loss) applicable to common shareholders	$ 16,753	$ (49,821)	$ 46,016	$ 129,939	$ (127,102)
Non-cash impairments	96,477	24,686	-	108,050	195,660
Gain on asset sales	(4,531)	(3,159)	-	(5,278)	(9,378)
Preferred stock dividends	10	10	10	40	114
Income tax provision (benefit)	(34,283)	2,364	23,465	14,903	(39,600)
Net interest expense and other	18,771	21,484	34,829	99,942	86,192
Depreciation and amortization	71,323	94,147	72,134	310,152	316,164
Exploration expense	1,081	6,496	1,548	10,914	8,276
Adjusted EBITDAX	$ 165,601	$ 96,207	$ 178,002	$ 668,662	$ 430,326

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.

Helix Energy Solutions Group, Inc.
Reconciliation of Non GAAP Measures
Three Months Ended December 31, 2011

Earnings Release:

Reconciliation of significant items:

	4Q11	**4Q10**
	(in thousands, except earnings per share data)	
Property impairments and other charges:		
Oil and gas impairment charges	$ 107,525	$ 9,212
Australia impairment charges	17,127	-
Gain on sale of oil and gas property	(4,531)	-
Goodwill impairment	-	16,743
Expiring offshore leases	-	6,394
Lufeng loss	-	21,431
Tax (benefit) provision associated with above	(36,048)	2,755
Tax benefit associated with our Australian entity reorganization	(31,335)	-
Property impairments and other charges, net:	$ 52,738	$ 56,535
Diluted shares	104,697	104,111
Net after income tax effect per share	$ 0.50	$ 0.54

HELIX
ENERGY SOLUTIONS GROUP

February 23, 2012

Fourth 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

Express installing suction piles in the Walker Ridge block of the Gulf of Mexico


Executive Summary
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Executive Summary

($ in millions, except per share data)

	Quarter Ended			Year Ended	
	12/31/2011	12/31/2010	9/30/2011	12/31/2011	12/31/2010
Revenues	**$ 396**	**$ 306**	**$ 372**	**$ 1,399**	**$ 1,200**
Gross Profit:	140	32	126	475	223
Operating	35%	10%	34%	34%	19%
Oil & Gas Impairments/ARO Increases	(108)	(9)	(2)	(133)	(181)
Exploration Expense	(1)	(7)	(2)	(11)	(8)
Total	$ 31	$ 16	$ 122	$ 331	$ 34
Goodwill Impairment	-	17 (A)	-	-	17 (A)
Net Income (Loss)	**$ 17**	**$ (50)** (B)	**$ 46**	**$ 130**	**$ (127)** (C)
Diluted Earnings (Loss) Per Share	**$ 0.16**	**$ (0.48)**	**$ 0.43**	**$ 1.22**	**$ (1.22)**
Adjusted EBITDAX (D)					
Contracting Services	$ 69	$ 26	$ 84	$ 258	$ 250
Oil & Gas	110	81	100	447	254
Corporate / Elimination	(13)	(11)	(6)	(36)	(74)
Adjusted EBITDAX	**$ 166**	**$ 96**	**$ 178**	**$ 669**	**$ 430**

(A) Included a $16.7 million non-cash charge to write off goodwill associated with our Southeast Asia well operations subsidiary in fourth quarter 2010.

(B) Included a $7.1 million deferred tax asset valuation allowance associated with our Southeast Asia well operations subsidiary in fourth quarter 2010.

(C) Included a $17.5 million ($11.5 million after income taxes) charge related to settlement of litigation regarding a 2007 international construction contract in first quarter 2010 as well as a $7.1 million deferred tax asset valuation allowance associated with our Southeast Asia well operations subsidiary in fourth quarter 2010.

(D) See non-GAAP reconciliations on slides 28-29.

Executive Summary

- Q4 2011 EPS of $0.16 per diluted share
  - Impairment charges totaling $107.5 million ($69.9 million after-tax) primarily associated with a reduction in carrying values of certain U.S. oil and gas properties and increases in U.S. and U.K. asset retirement obligations
  - Tax benefit of $31.3 million related to a reorganization of our Australian subsidiaries, offset by impairment charges of $17.1 million associated with the reduction in the fair value of certain Australian assets ($14.2 million after-tax)
  - Gain on sale of an oil and gas property of $4.5 million ($2.9 million after-tax)
  - Above three items totaled $120.1 million pre-tax ($52.7 million after-tax), or an impact of $(0.50) per share
- Contracting Services
  - 98% utilization in well intervention business
  - Improved utilization in subsea construction with *Express* and *Intrepid* achieving 100% utilization in the fourth quarter
- Oil and Gas
  - Fourth quarter average production rate of 24 Mboe/d or 146 MMcfe/d (67% oil)
  - Production year-to-date through February 21 averaged approximately 24 Mboe/d (~68% oil)

Executive Summary

- Oil and Gas (continued)
  - Oil and gas production totaled 2.24 MMboe (13.4 Bcfe) in Q4 2011 versus 1.95 MMboe (11.7 Bcfe) in Q3 2011 (year-to-date production of 8.7 MMboe / 52.2 Bcfe)
    - Avg realized price for oil of $110.75 / bbl ($100.93 / bbl in Q3 2011), inclusive of hedges
    - Avg realized price for natural gas and natural gas liquids (NGLs) of $6.16 / Mcf ($6.15 / Mcf in Q3 2011), inclusive of hedges
      - Gas price realizations benefited from sales of natural gas liquids
      - NGL production of 0.22 MMboe (1.3 Bcfe) Q4 2011 and 0.14 MMboe (0.8 Bcfe) in Q3 2011
- Balance sheet continues to strengthen
  - Repaid $18 million of Term Loan from proceeds of sale of an oil and gas property
  - Cash increased to $546 million at 12/31/2011 from $375 million at 9/30/2011
  - Liquidity* increased to $1.1 billion at 12/31/2011 from $933 million at 9/30/2011
  - Gross debt decreased to $1.16 billion at 12/31/2011 from $1.17 billion at 9/30/2011
  - Net debt decreased to $609 million at 12/31/2011 from $796 million at 9/30/2011

*Liquidity as we define it is equal to cash and cash equivalents ($546 million), plus available capacity under our revolving credit facility ($559 million).

Operational Highlights

Contracting Services

($ in millions, except percentages)

	Quarter Ended		
	December 31		Sept 30
	2011	2010	2011
Revenues [A]			
Contracting Services	$ 206	$ 185	$ 230
Production Facilities	19	20	20
Total Revenue	$ 225	$ 205	$ 250
Gross Profit [A]			
Contracting Services [B]	$ 40	$ 3	$ 56
Profit Margin	*19%*	*1%*	*24%*
Production Facilities	10	6	11
Profit Margin	*51%*	*32%*	*55%*
Total Gross Profit	$ 50	$ 9	$ 67
Gross Profit margin	*22%*	*4%*	*27%*

(A) See non-GAAP reconciliation on slides 28-29. Amounts are prior to intercompany eliminations.

(B) Before gross profit impact of $6.6 million asset impairment charges in Australia.

- 98% utilization in Well Ops
- 87% utilization in Subsea Construction due to improved utilization for the *Caesar* on accommodations project in Mexico
- 93% chartered vessel utilization in Robotics due to continued strength in trenching in the North Sea

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

Earnings in Equity Investments

($ in millions)

	Quarter Ended		
	December 31		Sept 30
	2011	2010	2011
Independence Hub	$ 4	$ 4	$ 4
Deepwater Gateway (Marco Polo)	1	1	1
SapuraCrest Helix JV (Australia)	1	1	-
Equity in Earnings	$ 6	$ 6	$ 5

Contracting Services - Well Ops

GOM

- *Q4000* worked for Shell and Anadarko on multiple projects throughout Q4
- 100% utilization achieved in Q4
- Current backlog extends into 2013

North Sea

- *Seawell* and *Well Enhancer* posted a combined 96% utilization in Q4
- Strong outlook anticipated for both vessels in 2012

Asia Pacific

- *Normand Clough* completed a day rate construction project for COOEC offshore China for SapuraCrest Helix JV
- 70 day *Normand Clough* expected work in Malaysia commencing in Q2
- Wellhead cutting system completed four wellhead removals in Q4 2011 with eight scheduled in Q1 and three in Q2

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

Contracting Services - Robotics

- 93% chartered vessel utilization and 92% trencher utilization
- ROV and trencher utilization up in the Gulf of Mexico and North Sea
- Completed first ROVDrill project in the North Sea: successfully completed 29 sites consisting of bore holes and cone penetrometer testing (CPTs) to 40 meters through multiple subsea soil and bedrock formations.
- Generated $17 million wind farm trenching revenues during Q4 (approximately $42 million in 2011) utilizing the *Island Pioneer* and *Deep Cygnus* vessels, and *T600, T750 and iTrencher* trenchers
- *Grand Canyon* vessel and *T1200* trencher construction on target for delivery in Q2 2012, to initially be paired for renewable energy market contracts

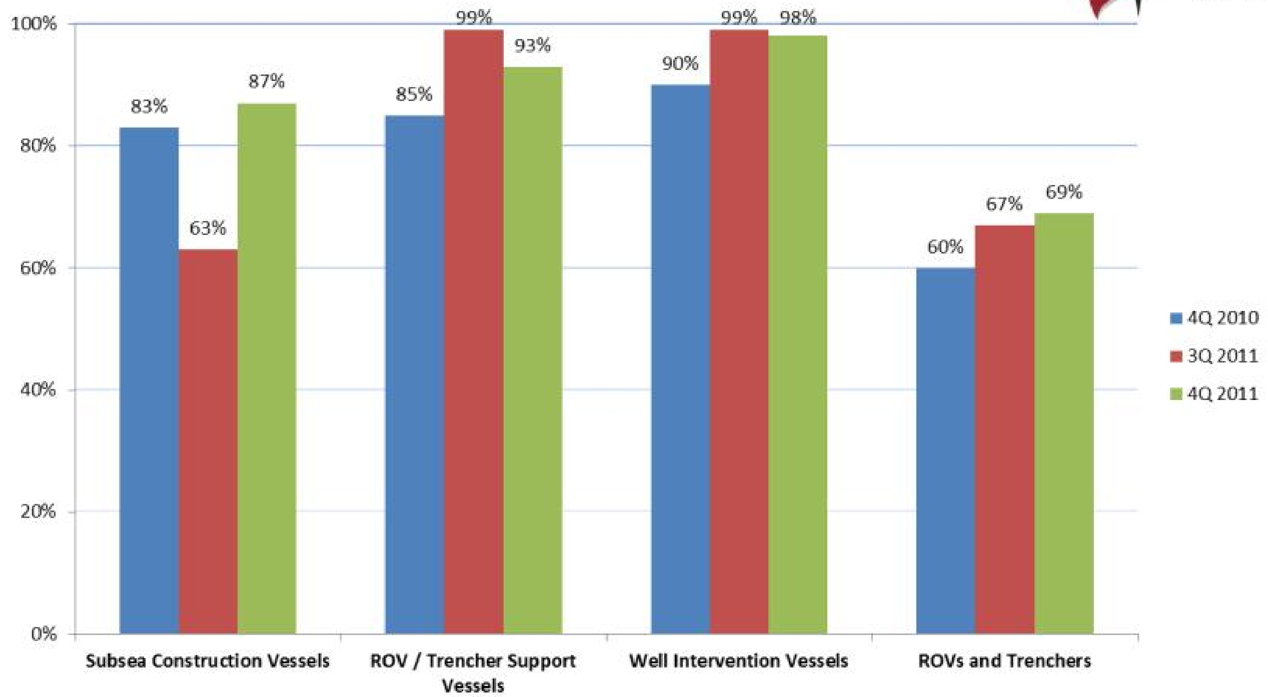
Grand Canyon being prepared for transit from Turkey to Norway for completion and mid-2Q12 delivery.

Contracting Services - Subsea Construction

- *Express* and *Intrepid* were 100% utilized during Q4 (excluding the *Caesar*)
- *Express* worked on projects for Chevron, Apache and Newfield
- *Intrepid* was deployed to California in October. Expected to arrive back in the Gulf of Mexico in late Q1
- *Caesar* completed shipyard upgrades in mid-October and currently on accommodations project in Mexico's Bay of Campeche with work extended to April 30

Intrepid performed pipelay and saturation diving operations off the California coast during the fourth quarter.

Contracting Services Utilization



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

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

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

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

(1) Completed upgrades and sea trials on October 13. *Caesar* deployed to Mexico on accommodations project in Bay of Campeche.
(2) Chartered vessels.

Oil & Gas

Financial Highlights

($ in millions, except production and price data)

	Quarter Ended		
	December 31		Sept 30
	2011	2010	2011
Revenue	$ 196	$ 137	$ 159
Gross Profit - Operating	97	24	60
Oil & Gas Impairments and ARO Increases [A]	(108)	(9)	(2)
Exploration Expense	(1)	(7)	(2)
Total	$ (12)	$ 8	$ 56
Gain (loss) on Oil & Gas Derivative Contracts	$ -	$ (2)	$ -
Production (MMboe):			
Shelf	0.73	0.91	0.72
Deepwater	1.51	1.37	1.23
Total	2.24	2.28	1.95
Oil (MMbbls)	1.51	1.16	1.34
Gas (Bcf)	4.36	6.73	3.62
Total (MMboe)	2.24	2.28	1.95
Total (Bcfe)	13.4	13.7	11.7
Average Commodity Prices: [B]			
Oil / Bbl	$ 110.75	$ 80.11	$ 100.93
Gas / Mcf	$ 6.16	$ 6.11	$ 6.15

(A) Fourth quarter 2011 impairments primarily associated with the reduction in carrying values of certain oil and gas properties due to year-end revisions in reserves. Further, fourth quarter 2011 impacted by increased asset retirement obligations for U.S. and U.K. end of life properties.

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

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

	Quarter Ended					
	December 31				Sept 30	
	2011		2010		2011	
	Total	per Boe	Total	per Boe	Total	per Boe
DD&A (A)	**$ 48**	**$ 21.64**	**$ 69**	**$ 30.40**	**$ 50**	**$ 25.50**
Operating and Other: (B)						
Operating Expenses (C)	$ 32	$ 14.35	$ 30	$ 13.14	$ 38	$ 19.64
Workover	8	3.57	4	1.90	4	1.92
Transportation	3	1.33	3	1.19	2	0.93
Repairs & Maintenance	5	2.08	2	0.81	2	1.22
Other	3	1.50	4	1.94	3	1.39
Total Operating & Other	**$ 51**	**$ 22.83**	**$ 43**	**$ 18.98**	**$ 49**	**$ 25.10**
Total	**$ 99**	**$ 44.47**	**$ 112**	**$ 49.38**	**$ 99**	**$ 50.60**

(A) Included accretion expense. Q4 2011 DD&A rate positively affected by 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, hurricane-related repairs and abandonment cost.

(C) Included $2.0, $2.3, and $8.4 million related to a weather derivative contract for the quarters ended December 2011, December 2010 and September 2011 respectively.

Oil & Gas - Total Proved and Probable Reserves

	Oil Mbbls	Gas MMcf	Total Mboe
Total estimated proved reserves at 12/31/2010	**24,818**	**227,264**	**62,695**
Revision of previous oil and gas estimates	3,475	(108,947)	(14,683)
Production	(5,785)	(17,458)	(8,694)
Sales of reserves in place	(205)	(4,109)	(890)
Extensions and discoveries	386	271	431
Total estimated proved reserves at 12/31/2011	**22,689**	**97,021**	**38,860**
Total estimated probable reserves at 12/31/2011 (risked)	**4,072**	**95,273**	**19,951**
Total estimated proved and probable reserves at 12/31/2011	**26,761**	**192,294**	**58,811**

- 87 Bcf of Bushwood proved gas reserves reclassified to probable reserves.
- SEC PV-10 case increased from $1.3 billion at December 31, 2010 to $1.5 billion at December 31, 2011 primarily due to the increase in oil prices.

Oil & Gas - Reserve Report Highlights

At December 31, 2011

	Proved Developed	Proved Undeveloped	Total
Total Estimated Reserves (MMboe)	23	16	**39**
Shelf	13	9	**22**
Deepwater	10	7	**17**
Oil (MMbbls)	13	10	**23**
Gas (Bcf)	60	37	**97**
SEC Case PV-10 [(A)] (pre-tax, in millions)	**$ 964**	**$ 508**	**$ 1,472**
PV-10 Forward Strip Price [(A), (B)] (pre-tax, in millions)	**$ 949**	**$ 503**	**$ 1,452**

(A) PV-10 of oil and gas of approximately $1.3 billion and $0.2 billion, respectively (both under SEC-case and Forward Strip Price case).

(B) Based on NYMEX Henry Hub gas and WTI oil forward strip prices at December 31, 2011.

Summary of Jan 2012 - Dec 2013 Hedging Positions *

			Total Volume	Pricing	Swap	Average Collar Price	
Oil (Bbls)	**Collars**	**Swaps**	**Hedged**	**Basis**	**Pricing**	**Floor**	**Ceiling**
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	600,000	500,000	1,100,000	Brent	$ 99.15	$ 95.83	$ 105.50
Natural Gas (Mcf)							
2012	2,000,000	9,000,000	11,000,000	Henry Hub	$ 4.35	$ 4.75	$ 5.09
2013	-	6,000,000	6,000,000	Henry Hub	$ 4.09		
Subtotals (Boe)							
2012	2,900,833	1,692,500	4,593,333				
2013	600,000	1,500,000	2,100,000				
Grand Totals	**3,500,833**	**3,192,500**	**6,693,333**				

** As of February 22, 2012*

Key Balance Sheet Metrics

Debt and Liquidity Profile

Liquidity of approximately $1.1 billion at 12/31/2011

(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 ($546 million), plus available capacity under our revolving credit facility ($559 million).

2012 Outlook

2012 Outlook

Broad Metrics	2012 Forecast	2011 Actual
Oil and Gas Production	7.5 MMboe	8.7 MMboe
EBITDAX	~$600 million	$669 million
CAPEX	~$445 million	$229 million

Commodity Price Deck		2012 Forecast	2011 Actual
Hedged	Oil	$104.80 / Bbl	$100.91 / Bbl
	Gas	$4.56 / Mcf	$6.04 / Mcf

2012 Outlook

- **Contracting Services**
  - Strong backlog for the *Q4000, Well Enhancer* and *Seawell* through 2012
    - *Q4000* building backlog into 2013
  - *Well Enhancer* working in West Africa and transits back to the North Sea late first quarter
  - *Intrepid* deployed to California performing field development projects and expected to arrive back in the Gulf of Mexico end of Q1
  - *Express* working through a full backlog in Gulf of Mexico for Q1 and is scheduled to work in the Mediterranean and North Sea in Q2 and Q3 of 2012 before returning back to the Gulf of Mexico
  - *Caesar* deployed to Mexico's Bay of Campeche for accommodations project through April
  - Continued focus on trenching and cable burial business with non-oilfield projects growing
  - Continued recovery anticipated in global Robotics market, particularly in the Gulf of Mexico
  - Four vessels scheduled for regulatory drydocks in 2012, approximately $25 million impact on EBITDA
    - *Intrepid* - April
    - *Q4000* - March
    - *Seawell* - April
    - *Well Enhancer* - August

2012 Outlook

- **Oil and Gas**
  - Forecasted 2012 overall production of 7.5 MMboe, including Wang (Phoenix field) and Danny 2 (Bushwood field) exploration wells
    - Assumes Wang production commences Q4
    - Assumes Danny 2 production commences mid-year
  - Approximately 90% of 2012 revenues from oil and NGLs
  - Anticipated 67% of production volume is oil and 64% of total production from deepwater
  - 61% hedged for the year (76% of estimated PDP production)
  - Assumes no significant storm disruptions

- **Balance Sheet**
  - Amended credit agreement to allow for new $100 million term loan expected to fund late March
  - Terms and conditions same as revolving credit facility
  - Proceeds from new term loan together with $100 million of existing liquidity will be used to repay $200 million in principal of senior unsecured notes in late March

2012 Outlook - Capex

- **Capital Expenditures**
  - Contracting Services ($250 million)
    - Announced new build semi submersible intervention vessel (approximately $130 million of capex in 2012)
    - Regulatory dry docks for four vessels
    - Continued incremental investment in robotics business, with a focus on adding trenching spread capacity
  - Oil and Gas ($195 million)
    - Focus capital investment on shelf oil developments/opportunistic workovers with relatively fast payback
    - Two major deepwater well projects planned this year
      - Danny 2 - 1H activity
      - Wang - 2H activity

Non-GAAP Reconciliations

Non-GAAP Reconciliations

Adjusted EBITDAX *($ in millions)*

	Quarter Ended			Year Ended	
	December 31		Sept 30	December 31	
	2011	2010	2011	2011	2010
Net income (loss) applicable to common shareholders	$ 17	$ (50)	$ 46	$ 130	$ (127)
Non-cash impairments	96	25	-	108	195
Gain on asset sales	(4)	(3)	-	(5)	(9)
Preferred stock dividends	-	-	-	-	-
Income tax provision (benefit)	(34)	2	23	15	(39)
Net interest expense and other	19	22	35	100	86
Depreciation and amortization	71	94	72	310	316
Exploration expense	1	6	2	11	8
Adjusted EBITDAX	$ 166	$ 96	$ 178	$ 669	$ 430

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		
	December 31		Sept 30
	2011	2010	2011
Revenues			
Contracting Services	$ 206	$ 185	$ 230
Production Facilities	19	20	20
Intercompany elim. - Contracting Services	(13)	(25)	(26)
Intercompany elim. - Production Facilities	(12)	(10)	(11)
Revenue as Reported	$ 200	$ 170	$ 213
Gross Profit			
Contracting Services	$ 40	$ 3	$ 56
Production Facilities	10	6	11
Intercompany elim. - Contracting Services	1	-	(1)
Intercompany elim. - Production Facilities	-	-	-
Gross Profit as Reported	$ 51	$ 9	$ 66
Gross Profit Margin	25%	5%	31%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