

1.) CORPORATION NAME:

OCEANEERING INTERNATIONAL, INC.

DUE DATE: **12/31/2011**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: **B.E.**

AUTH IN VI

CT CORPORATION SYSTEM

4701 COX RD STE 301

GLEN ALLEN, VA 23060-6802

SCC ID NO: **F0572398**

5.) STOCK INFORMATION

| CLASS | AUTHORIZED |
|--------|------------|
| COMMON | 90,000,000 |
| PREFER | 3,000,000 |

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 11911 FM 529

CITY/ST/ZIP: HOUSTON, TX 77041-

7.) DIRECTORS AND PRINCIPAL OFFICERS:

All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME: GEORGE R HAUBENREICH JR
TITLE: VP/GC/S
ADDRESS: 11911 FM 529
CITY/ST/ZIP/CO: HOUSTON, TX 77041-

OFFICER

DIRECTOR

NAME: ROBERT P MINGOIA
TITLE: TREASURER
ADDRESS: 11911 FM 529
CITY/ST/ZIP/CO: HOUSTON, TX 77041-

OFFICER

DIRECTOR

NAME: M. KEVIN MCEVOY
TITLE: PRESIDENT
ADDRESS: 11911 FM 529
CITY/ST/ZIP/CO: HOUSTON, TX 77041-

OFFICER

DIRECTOR

NAME: WITLAND LEBLANC
TITLE: VICE PRESIDENT
ADDRESS: 11911 FM 529
CITY/ST/ZIP/CO: HOUSTON, TX 77041-

OFFICER

DIRECTOR

NAME: W. CARDON GERNER
TITLE: SR VP CFO
ADDRESS: 11911 FM 529
CITY/ST/ZIP/CO: HOUSTON, TX 77041-

OFFICER

DIRECTOR

OFFICER DIRECTOR

NAME: JOHN R HUFF
TITLE: CHAIRMAN
ADDRESS: 11911 FM 529
CITY/ST/ZIP/CO: HOUSTON, TX 77041-

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

| | | |
|--|--|------------|
| /s/ WITLAND LEBLANC | WITLAND LEBLANC, VICE | 12/20/2011 |
| SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT | PRESIDENT PRINTED NAME AND CORPORATE TITLE | DATE |

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.