OCEANEERING INTERNATIONAL INC
Form 8-K
May 07, 2003

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) May 6, 2003

OCEANEERING INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	1-10945	95-2628227
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

11911 FM 529 Houston, TX	77041
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (713) 329-4500

N/A

(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

99.1 - Press Release titled "Oceaneering Announces First Quarter Earnings."

Item 9. Regulation FD Disclosure.

On May 6, 2003, we issued a press release announcing financial results for the first quarter of 2003. A copy of the press release is attached as Exhibit 99.1, and the information contained in Exhibit 99.1 is incorporated herein by reference.

Pursuant to SEC Release No. 33-8216, the information furnished under this "Item 9. Regulation FD Disclosure" is intended to be furnished under "Item 12. Results of Operations and Financial Condition."

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.

OCEANEERING INTERNATIONAL, INC.

By: /s/ MARVIN J. MIGURA Date: May 6, 2003

Marvin J. Migura
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

Index to Exhibits

Number	Exhibit
99.1	Press Release titled "Oceaneering Announces First Quarter Earnings."