

February 25, 2008

Mail Stop 7010

By U.S. Mail and facsimile to (281) 618-0500

Martin Ferron
Chief Executive Officer
Helix Energy Solutions Group, Inc.
400 North Sam Houston Parkway East
Houston, Texas 77060

**Re: Helix Energy Solutions Group, Inc.
Definitive Proxy Statement on Schedule 14A
Filed April 11, 2007
File No. 001-32936**

Dear Mr. Ferron:

We have reviewed your December 19, 2007 response to our comments of December 5, 2007. Without more detail, we cannot agree or disagree with your conclusion that you have an appropriate basis to omit the identified performance targets. Since you are in possession of all of the facts related to your disclosure, we have decided that we have no basis to disagree with your decision to omit this information from your filing. As in all cases, we remind you that you are responsible for the adequacy and accuracy of the disclosure in your filings. We do not have any further comments on your filing.

If you have any further questions regarding our review of your filing, please call me at (202) 551-3687.

Sincerely,

Carmen Moncada-Terry
Attorney Advisor