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**FORM 11-K**

**SEC**  
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Section

**JUN 19 2009**

Washington, DC  
**120**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

**Commission file number 1-10945**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**OCEANEERING RETIREMENT INVESTMENT PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**OCEANEERING INTERNATIONAL, INC.  
11911 FM 529  
HOUSTON, TEXAS 77041**

**Oceaneering Retirement Investment Plan**

**Form 11-K**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Advisory Committee of the Oceaneering Retirement Investment Plan:

We have audited the accompanying statements of net assets available for benefits of the Oceaneering Retirement Investment Plan as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2008 and 2007, and the changes in its net assets available for benefits for the year ended December 31, 2008, in conformity with US generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2008, and delinquent participant contributions for the year ended December 31, 2008, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

*Ernst & Young LLP*

Houston, Texas  
June 18, 2009

**OCEANEERING RETIREMENT INVESTMENT PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

	December 31,	
	2008	2007
Investments, at fair value:	\$ 159,816,273	\$ 231,228,645
Receivables:		
Participant contributions	242,766	476,444
Employer contributions	176,148	324,637
Interest	2,917	68,428
Net amount due from broker for pending trades	4,970	45,379
Net assets available for benefits, at fair value	160,243,074	232,143,533
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	1,689,922	105,226
Net assets available for benefits	\$ 161,932,996	\$ 232,248,759

The accompanying notes are an integral part of these financial statements.

**OCEANEERING RETIREMENT INVESTMENT PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
FOR THE YEAR ENDED DECEMBER 31, 2008**

Net assets available for benefits:	
Beginning of year	\$ 232,248,759
Contributions:	
Participant contributions	18,734,948
Employer contributions	12,538,363
Participant rollovers	1,009,599
Total contributions	<u>32,282,910</u>
Investment income	2,048,549
Net depreciation in fair value of investments	(94,071,514)
Administrative expenses	(33,281)
Distributions	<u>(10,542,427)</u>
Net assets available for benefits:	
End of year	<u>\$ 161,932,996</u>

The accompanying notes are an integral part of these financial statements.

**OCEANEERING RETIREMENT INVESTMENT PLAN  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2008**

**1. The Plan and Trust**

The following description of the Oceaneering Retirement Investment Plan ("the Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan covering all employees who have completed three months of service (except employees who are paid exclusively on payrolls other than United States payrolls and temporary employees as defined in the Plan) of Oceaneering International, Inc. (the "Company") and its affiliates.

The Company is the plan administrator and sponsor of the Plan as defined under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Wells Fargo Bank Texas, N.A. ("Wells Fargo") is the trustee of all investments held by the Plan.

The general administration of the Plan is vested in an Advisory Committee which consists of five persons appointed by the Board of Directors of the Company. Audit fee expenses associated with the Plan's financial statements are paid by the Company. Participant loan fees are paid from the account of the participant requesting the loan and are classified as administrative expenses. Any expense incurred in connection with the purchase and sale of securities for the Plan funds and all other expenses of the Plan are paid by the Plan and netted against investment income.

Participants have the option of investing their contributions among twenty funds: one common/collective fund, 18 mutual funds, and the Oceaneering International, Inc. Common Stock fund (which consists of Oceaneering International, Inc. Common Stock and a short term investment fund). If a participant fails to make an investment election, his or her Plan account will be invested in the Wells Fargo Advantage Dow Jones Target Date Funds based on the participant's date of birth.

Participants may contribute on a pre-tax basis up to 80% of their compensation as defined in the plan document, per plan year, up to the maximum deferrable amount allowed by the Internal Revenue Code (the "Code"). Effective January 1, 2008, if an eligible employee has not made an election to defer a portion of his compensation, or has not affirmatively elected not to defer any of his compensation, he will be automatically enrolled in the Plan following three months of employment and 3% of his compensation will be contributed to the Plan. Absent an election to cease deferrals or contribute a different percentage, the participant's contribution level will increase by 1% each year thereafter until it reaches 6%.

The Company contributes amounts equal to 100% of an employee's deferred compensation up to a maximum of 6% of such employee's eligible compensation. The Company's matching contributions have been made in cash and have been deposited directly into the fund options chosen by the participants for the investment of their pre-tax deferrals to the Plan.

The Plan provides that each fund's income shall be allocated daily to the individual participants in the proportion that the individual participant's account balance in such fund bears to the total balance of that fund, after reducing the participant's account by any distributions.

Participants may borrow from their participant accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms shall not exceed five years unless the loan is used to acquire a principal residence. The loan terms for the purchase of a principal residence shall not exceed 10 years. The loans are secured by the balance in the participants' accounts and bear interest at a rate commensurate with local prevailing rates as determined by the Advisory Committee on a uniform and consistent basis and set forth in the procedures in accordance with applicable government regulations. Interest rates for loans range between 4.25% and 10.5% as of December 31, 2008. Principal and interest are paid through payroll deductions.

The Plan pays lump sum benefits on retirement, death, or termination of employment. In-service withdrawals and installment payments, subject to certain rules and restrictions, may also be made to a participant who has attained age 65 if elected by the participant. The Plan also permits hardship distributions.

The Plan provides that the entire amount of participant contributions are fully vested, and that employer contributions vest according to the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2	0%
At least 2	100%

Upon termination of employment for any reason prior to age 55, other than due to death or disability, the non-vested portion of a participant's employer contribution account is forfeited on the earlier of (a) the last day of the plan year in which the participant incurs five consecutive Breaks in Service (as defined in the Plan) or (b) the date the participant receives a distribution of his or her entire account balance. The amount of the forfeiture, including income attributable thereto, will be used to reduce subsequent employer contributions under the Plan. The Plan provides for reinstatement of forfeitures pursuant to a specific formula for participants who are reemployed prior to incurring five consecutive years within which a participant has less than the required hours of service.

Included in net assets available for benefits are forfeitures in the amount of \$56,015 and \$82,107 at December 31, 2008 and 2007 respectively.

The Company may amend or modify the Plan at any time, except that no amendment or modification may have the effect of transferring to the Company or any participating employer any interest or ownership of the Plan's net assets or of permitting the same to be used for purposes other than the exclusive benefit of the participants. No amendment shall decrease the account of any participant, and no amendment shall change the Plan's vesting schedule unless each participant having not less than 2 years of service is permitted to elect to have the vested portion of his account computed under the Plan without regard to the amendment. On any termination of the Plan, each participant for whom the Plan is terminated would be 100% vested in all accounts and would receive benefits under the Plan based on his or her account balances accumulated to the date of the termination of the Plan, including the full amount of shares of Company common stock, or cash, then credited to his or her account. Any administrative costs or expenses incurred incident to the final liquidation of the Plan shall be paid by the Company, except that in the case of bankruptcy or insolvency of the Company, such expenses shall be paid by the Plan.

## **2. Accounting Policies**

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. The records of the Plan are maintained on a cash basis of accounting and are converted to the accrual basis using information provided by the Plan trustee. Benefit payments are recorded when paid.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is reported on the accrual basis. Dividends are reported on the ex-dividend date.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and schedules. Actual results could differ from those estimates.

The Wells Fargo Stable Return Fund N4 (the N4 Fund) invests in fully benefit-responsive investment contracts. These investment contracts are recorded at fair value (see Note 3); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate

permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

In April 2009, the FASB issued FASB Staff Position 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP 157-4). FSP 157-4 supersedes FSP 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active* and amends Statement of Financial Accounting Standards No. 157 *Fair Value Measurements* (SFAS 157) to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to normal market activity for the asset or liability. FSP 157-4 also provides additional guidance on circumstances that may indicate that a transaction is not orderly and on defining major categories of debt and equity securities in meeting the disclosure requirements of SFAS 157. FSP 157-4 is effective for reporting periods ending after June 15, 2009. Plan management is currently evaluating the effect that the provisions of FSP 157-4 will have on the Plan's financial statements.

### **3. Fair Value Measurements**

The Plan adopted SFAS 157 effective January 1, 2008. In addition, the Plan adopted FSP 157-3, upon its issuance in October 2008.

SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). SFAS 157 includes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under SFAS 157 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value.

Mutual funds: Valued at the net asset value of shares held by the plan at the financial statement date.

Common stock: Valued based on quoted market price at the financial statement date reported on the active market on which the individual securities are traded.

Short Term Investment fund: The Short Term Investment fund is a common/collective fund valued at the net asset value of shares held by the plan at the financial statement date. The Short Term Investment Fund seeks to maintain a constant net asset value of \$1 per unit.

Common/Collective fund: The N4 Fund is a common/collective fund which invests all of its assets in the Wells Fargo Stable Return Fund G (the G Fund), a common/collective fund sponsored by Wells Fargo Bank. The N4 Fund is valued based on the underlying unit value reported by the G Fund. The G Fund invests in investment contracts, such as traditional guaranteed investment contracts (GICs) and security-backed contracts issued by insurance companies and other financial institutions and carries its investments at contract value. The G Fund is valued as follows. The fair value of the GICs are based on the present value of future cash flows using the current discount rate. The fair value of the security-backed contracts include the value of the underlying securities and the value of the wrapper contracts. The fair value of the wrapper contracts is the replacement cost based on the wrapper contract fees.

Participant loans: Loans are valued at cost, which approximates fair value.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2008.

	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 57,227,720	\$ -	\$ -	\$ 57,227,720
Common Stock	63,288,932	-	-	63,288,932
Short Term Investment Fund	-	2,626,591	-	2,626,591
Common/Collective Fund	-	30,195,397	-	30,195,397
Participant Loans	-	-	6,477,633	6,477,633
Total Assets at fair value	<u>\$ 120,516,652</u>	<u>\$ 32,821,988</u>	<u>\$ 6,477,633</u>	<u>\$ 159,816,273</u>

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2008.

	Participant Loans
Balance, beginning of year	\$ 5,945,547
Purchases, sales, issuances and settlements (net)	532,086
Balance, end of year	<u>\$ 6,477,633</u>

#### 4. Risks and Uncertainties

The Plan provides for various investments in Oceaneering International, Inc. Common Stock, a stable value fund and mutual funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts recorded in the Statements of Net Assets Available for Benefits and participant account balances.

#### 5. Related Party Transactions

Certain investments of the Plan are managed by Wells Fargo. Wells Fargo is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions. Additionally, a portion of the Plan's assets are invested in the Company's common stock. Because the Company is the Plan Sponsor, transactions involving the Company's common stock qualify as party-in-interest transactions. All of these transactions are exempt from the prohibited transactions rules.

## 6. Federal Income Taxes

The underlying non-standardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated August 30, 2001 stating that the form of the plan is qualified under Section 401(a) of the Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2008-6, the plan sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan sponsor believes the Plan is generally being operated in compliance with the applicable requirements of the Code and has indicated it will take any necessary steps to ensure the Plan's operations comply with the Code. Therefore, the plan sponsor believes that the Plan is qualified and the related trust is tax exempt.

## 7. Investments

The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2008 or 2007:

	December 31,	
	2008	2007
Oceanering International, Inc. Common Stock	\$ 63,288,932	\$ 93,245,267
Wells Fargo Stable Return Fund N4 (stated at contract value)	31,885,319	35,075,459

In the accompanying statement of changes in net assets available for benefits, net depreciation in fair value of investments consists of both realized gains and losses on the disposition of Plan investments and unrealized appreciation or depreciation of Plan investments. During 2008, the Plan's investments appreciated (depreciated) in value as follows:

Common Stock	\$ (62,873,679)
Common/Collective Funds	1,436,043
Mutual Funds	(32,633,878)
	<u>\$ (94,071,514)</u>

## 8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2008 and 2007, to the Form 5500:

	<u>2008</u>	<u>2007</u>
Net assets available for benefits per the financial statements	\$ 161,932,996	\$ 232,248,759
Less: Amounts pending distribution to participants	(63,092)	(16,657)
Less: Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,689,922)	(105,226)
Net assets available for benefits per the Form 5500	<u>\$ 160,179,982</u>	<u>\$ 232,126,876</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statements for the year ended December 31, 2008, to the Form 5500:

Net decrease in net assets available for benefits per the financial statements	\$ (70,315,763)
Add: Amounts pending distribution to participants at December 31, 2007	16,657
Less: Amounts pending distribution to participants at December 31, 2008	(63,092)
Less: Change in adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,584,696)
Net decrease in assets available for benefits per the Form 5500	<u>\$ (71,946,894)</u>

Amounts pending distribution are recorded as benefits paid to participants on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but which have not yet been paid as of that date.

The accompanying financial statements present fully benefit responsive contracts at contract value. The Form 5500 requires fully benefit responsive investment contracts to be reported at fair value. Therefore, the adjustment from fair value to contract value for fully benefit responsive investment contracts represents a reconciling item.

**Oceaneering Retirement Investment Plan**  
**Schedule H, Line 4(a) – Delinquent Participant Contributions**  
**EIN: 95-2628227 PN: 003**  
**December 31, 2008**

<b>Participant Contributions Transferred Late to Plan</b>	<b>Total That Constitutes Nonexempt Prohibited Transactions</b>
\$ 464	\$ 464 <sup>(1)</sup>

<sup>(1)</sup> Represents delinquent participant contributions from a 2008 pay period. The Company remitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plans*, during 2009.

**Oceaneering Retirement Investment Plan**  
**Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)**  
**EIN: 95-2628227 PN: 003**  
**December 31, 2008**

Description or Identity of User	Description of Investment	Current Value
* Oceaneering International, Inc. Common Stock	2,171,892 shares	\$ 63,288,932
* Wells Fargo Short Term Investment Fund	Short Term Investment Fund	2,626,591
MFS Total Return Fund	Mutual Fund	3,368,825
* Wells Fargo Stable Return Fund N4	Common/Collective Fund	30,195,397
Goldman Sachs Core Fixed Income Fund	Mutual Fund	7,381,535
American Funds Growth Fund of America	Mutual Fund	3,996,539
T. Rowe Price Mid Cap Value Fund	Mutual Fund	5,674,296
Artisan Mid Capitalization Stock Fund	Mutual Fund	4,526,566
Columbia Acorn Fund	Mutual Fund	5,355,019
* Wells Fargo Advantage Index Fund	Mutual Fund	3,298,062
RS Partners Fund	Mutual Fund	313,046
Hartford Small Company HLS Fund	Mutual Fund	724,334
* Wells Fargo Advantage Dow Jones Target Today I	Mutual Fund	272,078
* Wells Fargo Advantage Dow Jones Target 2010 I	Mutual Fund	1,367,994
* Wells Fargo Advantage Dow Jones Target 2020 I	Mutual Fund	2,597,684
* Wells Fargo Advantage Dow Jones Target 2030 I	Mutual Fund	2,601,214
* Wells Fargo Advantage Dow Jones Target 2040 I	Mutual Fund	2,340,062
* Wells Fargo Advantage Dow Jones Target 2050 I	Mutual Fund	771,353
Davis New York Venture Fund Y	Mutual Fund	5,239,602
Fidelity Advisor Diversified International Fund I	Mutual Fund	5,550,963
MFS Value R3	Mutual Fund	1,848,548
* Participant Loans	Interest rates ranging from 4.25% to 10.5% with varying maturity dates	6,477,633
Total		\$ 159,816,273

\* Party-In-Interest

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-98211) pertaining to the Oceaneering Retirement Investment Plan of our report dated June 18, 2009, with respect to the financial statements and schedules of the Oceaneering Retirement Investment Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2008.

*Ernst & Young LLP*

Houston, Texas  
June 18, 2009

**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the Advisory Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

OCEANEERING RETIREMENT INVESTMENT PLAN

Date: June 18, 2009

By:   
George R. Haubenreich, Jr.  
Chairman, Advisory Committee