

GULFMARK OFFSHORE INC
 Form 5
 April 17, 2009

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
GIMBEL LOUIS S III

(Last) (First) (Middle) (Street)

2. Issuer Name and Ticker or Trading Symbol
GULFMARK OFFSHORE INC [GLF]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
 (check applicable line)

X1A

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security				(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
		(A)	(D)	(A)	(D)					
Phantom Stock	Â	11/30/2003	Â	P4	17.819	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	17.819
Phantom Stock	Â	12/15/2003	Â	P4	18.519	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	18.519
Phantom Stock	Â	12/31/2003	Â	P4	111.608	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	111.608
Phantom Stock	Â	03/15/2004	Â	P4	16.338	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	16.338
Phantom Stock	Â	03/31/2004	Â	P4	99.459	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	99.459
Phantom Stock	Â	05/15/2004	Â	P4	18.329	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	18.329
Phantom Stock	Â	06/30/2004	Â	P4	114.86	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	114.86
Phantom Stock	Â	09/30/2004	Â	P4	110.992	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	110.992
Phantom Stock	Â	11/30/2004	Â	P4	12.013	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	12.013
Phantom Stock	Â	12/15/2004	Â	P4	25.562	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	25.562
Phantom Stock	Â	12/31/2004	Â	P4	70.163	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	70.163
Phantom Stock	Â	03/15/2005	Â	P4	21.142	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	21.142
Phantom Stock	Â	03/31/2005	Â	P4	69.954	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	69.954
Phantom Stock	Â	04/30/2005	Â	P4	11.171	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	11.171
Phantom Stock	Â	05/31/2005	Â	P4	9.976	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	9.976
Phantom Stock	Â	06/30/2005	Â	P4	57.213	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	57.213
Phantom Stock	Â	07/15/2005	Â	P4	25.018	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	25.018
Phantom Stock	Â	09/30/2005	Â	P4	81.345	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	81.345
	Â	10/15/2005	Â	P4	12.86	Â	Â <u>(1)</u>	Â <u>(1)</u>		12.86

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Phantom Stock									Common Stock	
Phantom Stock	Â	12/15/2005	Â	P4	11.73	Â	Â (1)	Â (1)	Common Stock	11.73
Phantom Stock	Â	12/31/2005	Â	P4	63.302	Â	Â (1)	Â (1)	Common Stock	63.302
Phantom Stock	Â	03/15/2006	Â	P4	73.034	Â	Â (1)	Â (1)	Common Stock	73.034
Phantom Stock	Â	03/31/2006	Â	P4	175.36	Â	Â (1)	Â (1)	Common Stock	175.36
Phantom Stock	Â	05/31/2006	Â	P4	77.504	Â	Â (1)	Â (1)	Common Stock	77.504
Phantom Stock	Â	06/30/2006	Â	P4	188.734	Â	Â (1)	Â (1)	Common Stock	188.734

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIMBEL LOUIS S III	Â X	Â	Â	Â
X1Â				

Signatures

/s/ Louis Gimbel III
 04/16/2009
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On reviewing the Section 16 reporting requirements relating to GulfMark Offshore, Inc.'s Executive Nonqualified Excess Plan, it was determined that the phantom stock units created by the deferral of compensation by both officers and directors should have been reported as a derivative security by the officer/director once the phantom stock unit was allocated to his account. This filing reports all transactions related to the phantom stock units in the plan allocated to the individual from his point of entry into the plan through March 31, 2009. Each phantom stock unit is the economic equivalent of one share of common stock. Subject to the provisions of the plan, the phantom stock units become payable only in common stock upon the officer/director's termination of service."

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.