

Rubio Samuel R  
 Form 5  
 April 17, 2009

**FORM 5**

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

OMB APPROVAL

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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 \*  
**Rubio Samuel R**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Controller & CAO**

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

X1Â

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security					Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		(A)	(D)								
Phantom Stock	Â	05/31/2008	Â	P4	15.908	Â	Â (1)	Â (1)	Common Stock	15.908	
Phantom Stock	Â	06/15/2008	Â	P4	20.183	Â	Â (1)	Â (1)	Common Stock	20.183	
Phantom Stock	Â	06/30/2008	Â	P4	19.715	Â	Â (1)	Â (1)	Common Stock	19.715	
Phantom Stock	Â	07/15/2008	Â	P4	21.364	Â	Â (1)	Â (1)	Common Stock	21.364	
Phantom Stock	Â	07/31/2008	Â	P4	21.745	Â	Â (1)	Â (1)	Common Stock	21.745	
Phantom Stock	Â	08/15/2008	Â	P4	22.818	Â	Â (1)	Â (1)	Common Stock	22.818	
Phantom Stock	Â	08/31/2008	Â	P4	21.779	Â	Â (1)	Â (1)	Common Stock	21.779	
Phantom Stock	Â	09/15/2008	Â	P4	24.625	Â	Â (1)	Â (1)	Common Stock	24.625	
Phantom Stock	Â	09/30/2008	Â	P4	24.312	Â	Â (1)	Â (1)	Common Stock	24.312	
Phantom Stock	Â	10/15/2008	Â	P4	37.548	Â	Â (1)	Â (1)	Common Stock	37.548	
Phantom Stock	Â	10/31/2008	Â	P4	29.49	Â	Â (1)	Â (1)	Common Stock	29.49	
Phantom Stock	Â	11/15/2008	Â	P4	38.461	Â	Â (1)	Â (1)	Common Stock	38.461	
Phantom Stock	Â	11/30/2008	Â	P4	38.556	Â	Â (1)	Â (1)	Common Stock	38.556	
Phantom Stock	Â	12/15/2008	Â	P4	53.795	Â	Â (1)	Â (1)	Common Stock	53.795	
Phantom Stock	Â	12/31/2008	Â	P4	55.356	Â	Â (1)	Â (1)	Common Stock	55.356	
Phantom Stock	Â	01/15/2009	Â	P4	62.86	Â	Â (1)	Â (1)	Common Stock	62.86	
Phantom Stock	Â	01/31/2009	Â	P4	68.531	Â	Â (1)	Â (1)	Common Stock	68.531	
Phantom Stock	Â	02/15/2009	Â	P4	62.644	Â	Â (1)	Â (1)	Common Stock	62.644	

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Phantom Stock	02/28/2009	P4	78.537	Common Stock	78.537
Phantom Stock	03/15/2009	P4	87.501	Common Stock	87.501
Phantom Stock	03/15/2009	P4	1,333.33	Common Stock	1,333.33
Phantom Stock	03/31/2009	P4	68.761	Common Stock	68.761

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rubio Samuel R X1			Controller & CAO	

## Signatures

/s/ Samuel Rubio                      04/16/2009  
 \*\*Signature of                              Date  
 Reporting Person

## 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.