

Rigdon Larry T
Form 4
September 17, 2010

FORM 4 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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rigdon Larry T

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)
10111 RICHMOND AVE., SUITE 340
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2010

____ Director
____ Officer (give title below) 10% Owner
 Other (specify below)
Former Director

HOUSTON, TX 77042

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
Class A Common Stock	06/08/2010		M ⁽³⁾	V	2,884.584	A	Ⓛ	169,518.584	D
Class A Common Stock	06/08/2010		M ⁽³⁾	V	0.584	D	\$	14.4	D
								(2)	

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

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number.

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 Security	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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
PHANTOM STOCK	(1)	06/08/2010		M(3)	V 3,220.652	06/08/2010	06/08/2010	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rigdon Larry T 10111 RICHMOND AVE. SUITE 340 HOUSTON, TX 77042			Former Director	

Signatures

/s/ Larry T.
Rigdon
09/17/2010

**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).
- Effective June 8, 2010, Mr. Rigdon was no longer a member of the board of directors of GLF. Each phantom stock unit he received under GLF's Executive Nonqualified Excess Plan (the "Plan") was the economic equivalent of one share of GLF Class A common stock. On
- (1) June 8, 2010, Mr. Rigdon's 3,220.652 phantom stock units were settled or forfeited as follows: (i) 2,884 for an equal number of shares of GLF Class A common stock, (ii) 0.584 units for cash, and (iii) 336.068 units were forfeited as they were not vested under the terms of the Plan.
 - (2) Calculated based on the closing stock price of GLF Class A common stock on June 8, 2010, which was \$24.57.
 - (3) This is a voluntary filing reflecting Mr. Rigdon no longer being subject to Section 16. Under Rule 16a-2(b), a post-termination transaction by a former director is only reportable if the transaction is not exempt from Section 16(b) and occurs within less than six months of a non-exempt, opposite way transaction that occurred while the person was a director. Neither circumstance exists with respect to this transaction, but Mr. Rigdon wanted to file an exit report.

Note: File three copies of this Form, one of which must be manually signed. If space 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.