#### CHILES WILLIAM E

Form 4 June 15, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* CHILES WILLIAM E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Bristow Group Inc [BRS]

(Middle)

(Check all applicable)

2000 W. SAM HOUSTON

(Street)

(State)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 06/14/2006

Director 10% Owner Officer (give title \_\_X\_ Other (specify below) below) Pres., CEO & Director

PARKWAY SOUTH, SUITE 1700

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

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77042

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amo 4. Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Secu Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or Disposed of (D) (Instr. 3, 4, and 5)						
				Code \	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option (Right to Buy)	\$ 35.06	06/14/2006		A		25,000		06/14/2007(1)	06/13/2016	Common Stock	25
Performance Rights	(2)	06/14/2006		A		25,000		(3)	06/14/2011	Common Stock	25

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHILES WILLIAM E 2000 W. SAM HOUSTON PARKWAY SOUTH SUITE 1700 HOUSTON, TX 77042

Pres., CEO & Director

## **Signatures**

By: Joseph A. Baj, Attorney in Fact 06/15/2006

\*\*Signature of Reporting Person Da

# **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) The option becomes exercisable in three equal annual installments beginning on June 14, 2007.
- (2) The conversion or exercise price of security is 1-for-1
- (3) Vesting may occur partially or wholly after three, four or five years upon the attainment of certain performance measures.

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.

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