Duncan Mark Form 4 June 22, 2006

## FORM 4

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

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)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* **Duncan Mark** 

> (Middle) (First)

> > (Zip)

2. Transaction Date 2A. Deemed

2000 W. SAM HOUSTON PARKWAY SOUTH, SUITE 1700

(Street)

(State)

(Month/Day/Year)

HOUSTON, TX 77042

2. Issuer Name and Ticker or Trading Symbol

Bristow Group Inc [BRS]

3. Date of Earliest Transaction (Month/Day/Year) 06/14/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Following Reported (A) Transaction(s)

Code V Amount (D) Price

**OMB APPROVAL** 

OMB Number:

3235-0287 January 31,

2005

Expires: Estimated average

burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Securities

Owned

below)

6. Ownership 7. Nature of Form: Direct Indirect Beneficially (D) or Indirect Beneficial

> Ownership (I) (Instr. 4) (Instr. 4)

(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 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Securities Security or Exercise Code (Month/Day/Year) any

7. Title and Amou

Underlying Securi

(Instr. 3 and 4)

#### Edgar Filing: Duncan Mark - Form 4

` '	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Employee Stock Option (Right to Buy)	\$ 35.06	06/14/2006		A		6,500		06/14/2007(1)	06/13/2016	Common Stock	6,5
Performance Rights	<u>(2)</u>	06/14/2006		A		6,500		(3)	06/14/2011	Common Stock	6,5

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Duncan Mark 2000 W. SAM HOUSTON PARKWAY SOUTH SUITE 1700

Vice President

HOUSTON, TX 77042

# **Signatures**

/s/ Duncan, Mark 06/22/2006

\*\*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) 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.

Reporting Owners 2