

Kneen Quintin
Form 5
April 16, 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 *
Kneen Quintin

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

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

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

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

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

X1A

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 Indirect 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)								Amount Number Shares	
	(A)	(D)	Date Exercisable	Expiration Date	Title					
Phantom Stock	Â	06/15/2008	Â	P	25.599	Â	Â (1)	Â (1)	Common Stock	25.59
Phantom Stock	Â	06/30/2008	Â	P	28.455	Â	Â (1)	Â (1)	Common Stock	28.46
Phantom Stock	Â	07/15/2008	Â	P	30.834	Â	Â (1)	Â (1)	Common Stock	30.83
Phantom Stock	Â	07/31/2008	Â	P	32.991	Â	Â (1)	Â (1)	Common Stock	32.99
Phantom Stock	Â	08/15/2008	Â	P	34.619	Â	Â (1)	Â (1)	Common Stock	34.62
Phantom Stock	Â	08/31/2008	Â	P	33.044	Â	Â (1)	Â (1)	Common Stock	33.04
Phantom Stock	Â	09/15/2008	Â	P	37.362	Â	Â (1)	Â (1)	Common Stock	37.36
Phantom Stock	Â	09/30/2008	Â	P	36.887	Â	Â (1)	Â (1)	Common Stock	36.89
Phantom Stock	Â	10/15/2008	Â	P	56.968	Â	Â (1)	Â (1)	Common Stock	56.97
Phantom Stock	Â	10/31/2008	Â	P	44.743	Â	Â (1)	Â (1)	Common Stock	44.74
Phantom Stock	Â	11/15/2008	Â	P	58.354	Â	Â (1)	Â (1)	Common Stock	58.35
Phantom Stock	Â	11/30/2008	Â	P	58.498	Â	Â (1)	Â (1)	Common Stock	58.49
Phantom Stock	Â	12/15/2008	Â	P	67.627	Â	Â (1)	Â (1)	Common Stock	67.63
Phantom Stock	Â	12/31/2008	Â	P	69.588	Â	Â (1)	Â (1)	Common Stock	69.59
Phantom Stock	Â	01/15/2009	Â	P	102.371	Â	Â (1)	Â (1)	Common Stock	102.37
Phantom Stock	Â	01/31/2009	Â	P	111.608	Â	Â (1)	Â (1)	Common Stock	111.61
Phantom Stock	Â	02/15/2009	Â	P	102.019	Â	Â (1)	Â (1)	Common Stock	102.02
Phantom Stock	Â	02/28/2009	Â	P	127.903	Â	Â (1)	Â (1)	Common Stock	127.90
Phantom Stock	Â	03/15/2009	Â	P	142.501	Â	Â (1)	Â (1)	Common Stock	142.50

Phantom Stock	03/15/2009	P	2,566.667	Common Stock	2,566.
Phantom Stock	03/31/2009	P	111.981	Common Stock	111.9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kneen Quintin X1	X			

Signatures

/s/ Quintin Kneen
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.