

GORDON SHELDON S  
 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 *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
GORDON SHELDON S			GULFMARK OFFSHORE INC [GLF]	(Check all applicable)
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
			12/31/2008	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
	(Street)		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)	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 Beneficial Ownership (Instr. 4)
				(A) or (D) Price			

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	04/12/2001	Â	P4	119.434	Â	Â (1)	Â (1)	Common Stock	119.4
Phantom Stock	Â	06/01/2001	Â	P4	29.487	Â	Â (1)	Â (1)	Common Stock	29.4
Phantom Stock	Â	06/29/2001	Â	P4	119.752	Â	Â (1)	Â (1)	Common Stock	119.7
Phantom Stock	Â	09/30/2001	Â	P4	149.74	Â	Â (1)	Â (1)	Common Stock	149.
Phantom Stock	Â	10/15/2001	Â	P4	39.834	Â	Â (1)	Â (1)	Common Stock	39.8
Phantom Stock	Â	10/31/2001	Â	P4	19.917	Â	Â (1)	Â (1)	Common Stock	19.9
Phantom Stock	Â	12/15/2001	Â	P4	63.302	Â	Â (1)	Â (1)	Common Stock	63.3
Phantom Stock	Â	12/31/2001	Â	P4	150.134	Â	Â (1)	Â (1)	Common Stock	150.1
Phantom Stock	Â	02/28/2002	Â	P4	66.397	Â	Â (1)	Â (1)	Common Stock	66.3
Phantom Stock	Â	03/31/2002	Â	P4	99.467	Â	Â (1)	Â (1)	Common Stock	99.4
Phantom Stock	Â	04/30/2002	Â	P4	38.817	Â	Â (1)	Â (1)	Common Stock	38.8
Phantom Stock	Â	05/31/2002	Â	P4	40.741	Â	Â (1)	Â (1)	Common Stock	40.7
Phantom Stock	Â	06/30/2002	Â	P4	114.557	Â	Â (1)	Â (1)	Common Stock	114.5
Phantom Stock	Â	07/31/2002	Â	P4	1,189.248	Â	Â (1)	Â (1)	Common Stock	1,189.
Phantom Stock	Â	09/30/2002	Â	P4	307.444	Â	Â (1)	Â (1)	Common Stock	307.4
Phantom Stock	Â	10/31/2002	Â	P4	37.582	Â	Â (1)	Â (1)	Common Stock	37.5
Phantom Stock	Â	12/15/2002	Â	P4	117.748	Â	Â (1)	Â (1)	Common Stock	117.7
Phantom Stock	Â	12/31/2002	Â	P4	243.48	Â	Â (1)	Â (1)	Common Stock	243.4
Phantom Stock	Â	02/28/2003	Â	P4	153.64	Â	Â (1)	Â (1)	Common Stock	153.

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Phantom Stock	03/31/2003	P4	309.947	(1)	(1)	Common Stock	309.9
Phantom Stock	04/30/2003	P4	43.561	(1)	(1)	Common Stock	43.5
Phantom Stock	05/15/2003	P4	108.218	(1)	(1)	Common Stock	108.2
Phantom Stock	06/30/2003	P4	514.311	(1)	(1)	Common Stock	514.3
Phantom Stock	07/31/2003	P4	81.56	(1)	(1)	Common Stock	81.5

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON SHELDON S X1	X			

## Signatures

/s/ Sheldon S. Gordon                      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.