

GUTHRIE EDWARD A
 Form 5
 April 17, 2009

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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 *
 GUTHRIE EDWARD A

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec V.P.

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

X1Â

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 Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)			Expiration Date	Title	Amount or Number of Shares
					(A)	(D)	Date Exercisable			
Phantom Stock	Â	06/01/2001	Â	P4	45.673	Â	Â (1)	Â (1)	Common Stock	45.673
Phantom Stock	Â	06/18/2001	Â	P4	54.74	Â	Â (1)	Â (1)	Common Stock	54.74
Phantom Stock	Â	06/29/2001	Â	P4	59.355	Â	Â (1)	Â (1)	Common Stock	59.355
Phantom Stock	Â	07/16/2001	Â	P4	56.369	Â	Â (1)	Â (1)	Common Stock	56.369
Phantom Stock	Â	07/31/2001	Â	P4	64.538	Â	Â (1)	Â (1)	Common Stock	64.538
Phantom Stock	Â	08/15/2001	Â	P4	63.21	Â	Â (1)	Â (1)	Common Stock	63.21
Phantom Stock	Â	08/31/2001	Â	P4	55.909	Â	Â (1)	Â (1)	Common Stock	55.909
Phantom Stock	Â	09/17/2001	Â	P4	59.434	Â	Â (1)	Â (1)	Common Stock	59.434
Phantom Stock	Â	09/30/2001	Â	P4	74.219	Â	Â (1)	Â (1)	Common Stock	74.219
Phantom Stock	Â	10/15/2001	Â	P4	61.699	Â	Â (1)	Â (1)	Common Stock	61.699
Phantom Stock	Â	10/31/2001	Â	P4	61.699	Â	Â (1)	Â (1)	Common Stock	61.699
Phantom Stock	Â	11/15/2001	Â	P4	63.844	Â	Â (1)	Â (1)	Common Stock	63.844
Phantom Stock	Â	11/30/2001	Â	P4	71.97	Â	Â (1)	Â (1)	Common Stock	71.97
Phantom Stock	Â	12/15/2001	Â	P4	65.367	Â	Â (1)	Â (1)	Common Stock	65.367
Phantom Stock	Â	12/31/2001	Â	P4	64.15	Â	Â (1)	Â (1)	Common Stock	64.15
Phantom Stock	Â	01/15/2002	Â	P4	59.04	Â	Â (1)	Â (1)	Common Stock	59.04
Phantom Stock	Â	01/31/2002	Â	P4	66.713	Â	Â (1)	Â (1)	Common Stock	66.713
Phantom Stock	Â	02/15/2002	Â	P4	59.995	Â	Â (1)	Â (1)	Common Stock	59.995

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Phantom Stock	02/28/2002	P4	51.422	(1)	(1)	Common Stock	51.422
Phantom Stock	03/15/2002	P4	629.684	(1)	(1)	Common Stock	629.684
Phantom Stock	03/31/2002	P4	50.599	(1)	(1)	Common Stock	50.599
Phantom Stock	04/15/2002	P4	47.423	(1)	(1)	Common Stock	47.423
Phantom Stock	04/30/2002	P4	41.137	(1)	(1)	Common Stock	41.137
Phantom Stock	05/15/2002	P4	42.269	(1)	(1)	Common Stock	42.269
Phantom Stock	05/31/2002	P4	43.178	(1)	(1)	Common Stock	43.178

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUTHRIE EDWARD A			Exec V.P.	

Signatures

/s/ Edward A Guthrie 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.