

GULFMARK OFFSHORE INC
 Form 5
 January 12, 2017

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 *
GORDON SHELDON S

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)
 03/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

842 W. SAM HOUSTON
 PARKWAY N., STE 400

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77024

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year)		Date Exercisable	Expiration Date	Title	Amount of Number of Shares
				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)				
Phantom Stock	Â	03/31/2016	Â	A	1,185.17	Â	Â (1)	Common Stock	1,185.17
Phantom Stock	Â	06/30/2016	Â	A	2,336.69	Â	Â (1)	Common Stock	2,336.69
Phantom Stock	Â	09/30/2016	Â	A	4,352.68	Â	Â (1)	Common Stock	4,352.68
Phantom Stock	Â	12/30/2016	Â	A	4,178.57	Â	Â (1)	Common Stock	4,178.57

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON SHELDON S 842 W. SAM HOUSTON PARKWAY N. STE 400 HOUSTON, TX 77024	Â X	Â	Â	Â

Signatures

/s/ Sheldon Gordon
01/12/2017
Date

**Signature of 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).

Phantom Stock units credited under the Company's Executive Nonqualified Excess Plan (the "Plan"). Participants are always 100% vested in their contributions to the Plan. Employer contributions vest according to the provision of the Plan, which is generally based on years of service (20% per year of credited service). A participant is 100% vested after 5 years of credited 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.