

GULFMARK OFFSHORE INC  
 Form 5  
 January 12, 2017

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 1.0

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 \*  
**Rubio Samuel R**

(Last) (First) (Middle)

842 W. SAM HOUSTON  
 PARKWAY N., STE 400

(Street)

HOUSTON, TX 77024

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 01/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 SVP - Controller & CAO

6. Individual or Joint/Group Reporting

(check applicable line)

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)
---------------------------------	--------------------------------------	--	--------------------------------	---	--	--	-----------------------------------

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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	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
------------------------	---------------	--------------------------------------	-----------------------------------	----------------	-------------------------	---	--

Edgar Filing: GULFMARK OFFSHORE INC - Form 5

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
Phantom Stock	Â	01/15/2016	Â	A	742.25	Â	Â (1)	Â (1)	Common Stock	742.25
Phantom Stock	Â	01/29/2016	Â	A	552.28	Â	Â (1)	Â (1)	Common Stock	552.28
Phantom Stock	Â	02/12/2016	Â	A	681.81	Â	Â (1)	Â (1)	Common Stock	681.81
Phantom Stock	Â	02/29/2016	Â	A	583.05	Â	Â (1)	Â (1)	Common Stock	583.05
Phantom Stock	Â	03/15/2016	Â	A	322.52	Â	Â (1)	Â (1)	Common Stock	322.52
Phantom Stock	Â	03/31/2016	Â	A	339.25	Â	Â (1)	Â (1)	Common Stock	339.25
Phantom Stock	Â	04/15/2016	Â	A	393.45	Â	Â (1)	Â (1)	Common Stock	393.45
Phantom Stock	Â	04/29/2016	Â	A	308.72	Â	Â (1)	Â (1)	Common Stock	308.72
Phantom Stock	Â	05/13/2016	Â	A	450.14	Â	Â (1)	Â (1)	Common Stock	450.14
Phantom Stock	Â	05/31/2016	Â	A	646.03	Â	Â (1)	Â (1)	Common Stock	646.03
Phantom Stock	Â	06/15/2016	Â	A	565.72	Â	Â (1)	Â (1)	Common Stock	565.72
Phantom Stock	Â	06/30/2016	Â	A	668.74	Â	Â (1)	Â (1)	Common Stock	668.74
Phantom Stock	Â	07/15/2016	Â	A	612.03	Â	Â (1)	Â (1)	Common Stock	612.03
Phantom Stock	Â	07/29/2016	Â	A	721.78	Â	Â (1)	Â (1)	Common Stock	721.78
Phantom Stock	Â	08/15/2016	Â	A	786.9	Â	Â (1)	Â (1)	Common Stock	786.9
Phantom Stock	Â	08/31/2016	Â	A	973.56	Â	Â (1)	Â (1)	Common Stock	973.56
Phantom Stock	Â	09/15/2016	Â	A	1,067.93	Â	Â (1)	Â (1)	Common Stock	1,067.93
	Â	09/30/2016	Â	A	1,245.92	Â	Â (1)	Â (1)		1,245.92

Edgar Filing: GULFMARK OFFSHORE INC - Form 5

Phantom Stock									Common Stock	
Phantom Stock	Â	10/14/2016	Â	A	1,395.43	Â	Â (1)	Â (1)	Common Stock	1,395.4
Phantom Stock	Â	10/31/2016	Â	A	1,820.13	Â	Â (1)	Â (1)	Common Stock	1,820.1
Phantom Stock	Â	11/15/2016	Â	A	1,550.48	Â	Â (1)	Â (1)	Common Stock	1,550.4
Phantom Stock	Â	11/30/2016	Â	A	1,674.52	Â	Â (1)	Â (1)	Common Stock	1,674.5
Phantom Stock	Â	12/15/2016	Â	A	1,276.31	Â	Â (1)	Â (1)	Common Stock	1,276.3
Phantom Stock	Â	12/30/2016	Â	A	1,196.09	Â	Â (1)	Â (1)	Common Stock	1,196.0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rubio Samuel R 842 W. SAM HOUSTON PARKWAY N. STE 400 HOUSTON, TX 77024	Â	Â	Â SVP - Controller & CAO	Â

## Signatures

/s/ Samuel Rubio                      01/12/2017  
 \*\*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).
- 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.