



PRESS RELEASE

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Oceaneering Announces Share Repurchases and New Share Repurchase Program

December 15, 2014 – Houston, Texas – Oceaneering International, Inc. (NYSE:OII) announced today that it has repurchased 5.4 million shares of its common stock, at a cost of \$354 million, since the end of the third quarter of 2014. This completed the stock repurchase program approved by its Board of Directors in 2010. Year to date, Oceaneering has repurchased 8.9 million shares, or approximately 8% of its shares outstanding as of the end of 2013, at a cost of \$590 million.

Oceaneering also announced that its Board of Directors has approved a new share repurchase program under which the company may repurchase up to 10 million shares of its common stock on a discretionary basis. Ten million shares constitute about 10% of the company's common shares currently outstanding.

The new program calls for the repurchases to be made in open market, or in privately negotiated transactions from time to time, in compliance with applicable laws, rules, and regulations, including Rule 10b-18 under the Securities Exchange Act of 1934, as amended, subject to market and business conditions, levels of available liquidity, cash requirements for other purposes, applicable legal requirements, and other relevant factors. The timing and amount of any repurchases will be determined by management based on its evaluation of these factors. Oceaneering expects that any shares repurchased will be held as treasury stock for future use. The program does not obligate Oceaneering to repurchase any particular number of shares.

M. Kevin McEvoy, President and Chief Executive Officer, stated, "The deepwater environment changed in 2014 and we have experienced a slowdown in deepwater activities. The market impact of this slowdown, in combination with our belief that Oceaneering's stock has been undervalued, prompted us to escalate our share repurchases. Our recent repurchases, together with our new repurchase program, underscore our willingness to return cash to our shareholders and confidence in Oceaneering's financial strength and future business prospects.

"We are continuing to pursue our growth strategy, and our top capital allocation priority is to fund investment opportunities to support it. We also expect to maintain our quarterly cash dividend program and to re-evaluate the amount annually during the second quarter. Our residual use of capital will be share repurchases at reasonable prices.

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“We allocate capital within established capital structure targets intended to maintain investment grade debt ratings and a financial leverage ratio, which we define as net debt to trailing 12 months EBITDA, of between 1.0 to 1.0 and 1.5 to 1.0. We note that maintaining a financial leverage ratio within this range is not entirely within our control, and consequently can provide no assurance that our ratio will always be within this range. We believe that maintaining investment grade debt ratings has an intangible but strategic value in our ability to retain a preferred vendor status with our larger customers.

“We will be updating our 2015 earnings per share guidance in our 2014 year-end earnings release, which will be issued in the middle of February 2015. This updated guidance will take into account a revised estimate of our diluted share count, our recent \$500 million senior notes offering, and a re-assessment of deepwater market conditions, in light of the Brent crude oil price decline of approximately 30% since we reported our third quarter 2014 results.”

Statements in this press release that express a belief, expectation or intention, as well as those that are not historical fact, are forward looking. The forward-looking statements in this press release include the statements concerning Oceaneering's: determination of the timing and amount of any repurchases; expectation that repurchased shares will be held as treasury stock for future use; belief regarding its stock value; willingness to return cash to its shareholders; confidence in its financial strength and future business prospects; expectation of maintaining its quarterly cash dividend program and annual re-evaluation of the amount; anticipated residual use of capital for reasonably priced share repurchases; capital structure targets to maintain investment grade debt ratings and a financial leverage ratio of between 1.0 to 1.0 and 1.5 to 1.0; belief that maintaining investment grade debt ratings has an intangible but strategic value in its ability to retain a preferred vendor status with larger customers; and intent to update its 2015 EPS guidance in its 2014 year-end earnings release to be issued in mid-February 2015, taking into account a revised estimate of its diluted share count, its recent \$500 million senior notes offering, and a re-assessment of deepwater market conditions. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are based on current information and expectations of Oceaneering that involve a number of risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize, or should the assumptions underlying the forward-looking statements prove incorrect, actual outcomes could vary materially from those indicated. These and other risks are more fully described in Oceaneering's latest annual report on Form 10-K and its other periodic filings with the Securities and Exchange Commission.

We define EBITDA as net income plus provision for income taxes, interest expense, net, and depreciation and amortization. EBITDA is a non-GAAP financial measure. We have included EBITDA disclosures in this press release because EBITDA is widely used by investors for valuation, comparing our financial performance with the performance of other companies in our industry, and measuring financial leverage. Our presentation of EBITDA may not be comparable to similarly titled measures other companies report. Non-GAAP financial measures should be viewed in addition to and not as an alternative for our reported operating results or cash flow from operations or any other measure of performance as determined in accordance with GAAP.

Oceaneering is a global oilfield provider of engineered services and products, primarily to the offshore oil and gas industry, with a focus on deepwater applications. Through the use of its advanced applied technology expertise, Oceaneering also serves the defense, entertainment, and aerospace industries.

For further information, please contact Jack Jurkoshek, Director Investor Relations, Oceaneering International, Inc., 713-329-4670, investorrelations@oceanering.com.

PR 1207

