

Oceaneering International, Inc.

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July 25, 1997

Top-Nat Plan Exemption

Pension and Welfare Benefits Administration
 Room N-5644
 U.S. Department of Labor
 200 Constitution Ave., N.W.
 Washington, D.C. 20210

**CERTIFIED MAIL-
 RETURN RECEIPT REQUESTED**

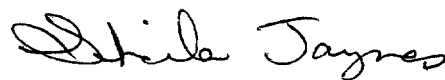
Ladies and Gentlemen:

By letter dated July 16, 1993, Oceaneering International, Inc., a Delaware corporation (the "Company"), filed a statement as an alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title 1 of ERISA with respect to the unfunded "pension plan" maintained by the Company for a select group of management or highly compensated employees of the Company.

In accordance with Section 2520.104-23 of the Regulations issued by the Department of Labor on reporting and disclosure requirements for pension plans under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), the Company, hereby files the following statement as a supplement to the original filing and as an alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title 1 of ERISA with respect to the unfunded "pension plan" maintained by the Company for a select group of management or highly compensated employees of the Company, to wit;

1. Oceaneering International, Inc. whose address is 16001 Park Ten Place, Houston, Texas 77084, and whose Employer Identification Number is 95-2628227, maintains as the employer of the Oceaneering International, Inc. Executive Retirement Plan ("Plan") for the purpose of providing deferred compensation for a select group of its management or highly compensated employees. As of the date hereof, the employer maintains one such plan and there are 14 participants in the Plan.
2. The Compensation Committee, which is the Administrator of the Plan within the meaning of ERISA, will forward the documents evidencing the Plan to the Secretary of Labor upon request, as required by Section 104(a)(1) of ERISA.
3. The Plan is unfunded and provides deferred compensation solely from the general assets of the Company to the participating highly compensated employees upon their retirement, disability or other termination of employment.

Yours very truly,



Sheila Jaynes
 Manager, Compensation & Benefits