#### **CANNON STEPHEN J**

Form 4

February 07, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB according

Number: 3235-0287

Synings: January 31,

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursual Section 17(a)

See Instruction

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(b).

Stock

(Print or Type Responses)

1. Name and A CANNON S	ddress of Reporting F	Symb	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			Bristow Group Inc [BRS]				(Check all applicable)			
(Last)	(First) (M	(Iiddle) 3. Dat	e of Earliest Ti	ansaction						
2103 CITY WEST BLVD, 4TH FLOOR			(Month/Day/Year) 02/03/2012				X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
************		Filed(	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
HOUSTON, TX 77042							Person			
(City)	(State)	(Zip)	able I - Non-I	erivative	Secur	ities Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securion(A) or D (D) (Instr. 3,	4 and (A) or	ed of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/03/2012	02/03/2012	M	2,141	A	\$ 0	5,660	D		
Common	02/03/2012	02/03/2012	F	600	D	\$ 47.2	5,060	D		

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

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SEC 1474

(9-02)

47.2

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number complete Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock units	<u>(1)</u>	02/03/2012		M	2,141	02/03/2012	02/03/2012	Common Stock	2,141

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CANNON STEPHEN J 2103 CITY WEST BLVD 4TH FLOOR HOUSTON, TX 77042	X						

# **Signatures**

Randall A. Stafford, Attorney in Fact 02/07/2012

\*\*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) The conversion or exercise price of the security is 1 for 1

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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