

Goss Anna M.
Form 4
May 20, 2013

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goss Anna M.

2. Issuer Name and Ticker or Trading Symbol
ERA GROUP INC. [ERA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2013

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

C/O ERA GROUP INC., 818 TOWN & COUNTRY BLVD., SUITE 200

(Street)

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

SVP-Finance and CAO

HOUSTON, TX 77024

(City) (State) (Zip)

6. Individual or Joint/Group Filing(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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 05/16/2013 | | M | | 111 A \$ 11.89 | 5,790 | D |
| Common Stock | 05/16/2013 | | M | | 111 A \$ 14.23 | 5,901 | D |
| Common Stock | 05/16/2013 | | M | | 111 A \$ 15.09 | 6,012 | D |
| Common Stock | 05/16/2013 | | M | | 2,230 A \$ 15.2 | 8,242 | D |
| Common Stock | 05/16/2013 | | M | | 1,722 A \$ 15.82 | 9,964 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------------|--------|---|
| Common Stock | 05/16/2013 | M | 2,230 | A | \$ 16.67 | 12,194 | D |
| Common Stock | 05/16/2013 | M | 557 | A | \$ 16.69 | 12,751 | D |
| Common Stock | 05/16/2013 | M | 2,230 | A | \$ 16.92 | 14,981 | D |
| Common Stock | 05/16/2013 | S | 5,800 | D | \$ 25.71 (2) | 9,181 | D |
| Common Stock | 05/16/2013 | S | 2,296 | D | \$ 26.79 (3) | 6,885 | D |
| Common Stock | 05/16/2013 | S | 1,206 | D | \$ 27.42 (4) | 5,679 | D |
| Common Stock | 05/17/2013 | M | 164 | A | \$ 8.22 | 5,843 | D |
| Common Stock | 05/17/2013 | M | 557 | A | \$ 8.73 | 6,400 | D |
| Common Stock | 05/17/2013 | M | 557 | A | \$ 14.05 | 6,957 | D |
| Common Stock | 05/17/2013 | M | 557 | A | \$ 15.35 | 7,514 | D |
| Common Stock | 05/17/2013 | M | 508 | A | \$ 15.82 | 8,022 | D |
| Common Stock | 05/17/2013 | M | 557 | A | \$ 16.8 | 8,579 | D |
| Common Stock | 05/17/2013 | S | 2,900 | D | \$ 25.21 (1) | 5,679 | D |
| Common Stock | 05/20/2013 | M | 1,174 | A | \$ 8.22 | 6,853 | D |
| Common Stock | 05/20/2013 | M | 726 | A | \$ 12.99 | 7,579 | D |
| Common Stock | 05/20/2013 | S | 1,900 | D | \$ 25.02 (5) | 5,679 | D |

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

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(9-02)

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy) | \$ 11.89 | 05/16/2013 | | M | 111 | <u>(6)</u> 03/02/2016 | Common stock | 111 |
| Stock Options (right to buy) | \$ 14.23 | 05/16/2013 | | M | 111 | <u>(6)</u> 03/02/2016 | Common stock | 111 |
| Stock Options (right to buy) | \$ 15.09 | 05/16/2013 | | M | 111 | <u>(6)</u> 03/02/2016 | Common stock | 111 |
| Stock Options (right to buy) | \$ 15.2 | 05/16/2013 | | M | 2,230 | <u>(6)</u> 03/04/2017 | Common stock | 2,230 |
| Stock Options (right to buy) | \$ 15.82 | 05/16/2013 | | M | 1,722 | <u>(6)</u> 03/04/2017 | Common stock | 1,722 |
| Stock Options (right to buy) | \$ 16.67 | 05/16/2013 | | M | 2,230 | <u>(6)</u> 03/04/2017 | Common stock | 2,230 |
| Stock Options (right to buy) | \$ 16.69 | 05/16/2013 | | M | 557 | <u>(6)</u> 03/02/2016 | Common stock | 557 |
| Stock Options (right to buy) | \$ 16.92 | 05/16/2013 | | M | 2,230 | <u>(6)</u> 03/04/2017 | Common stock | 2,230 |

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| | | | | | | | | |
|------------------------------|----------|------------|---|-------|------------|------------|--------------|-------|
| Stock Options (right to buy) | \$ 8.22 | 05/17/2013 | M | 164 | <u>(7)</u> | 03/04/2019 | Common stock | 164 |
| Stock Options (right to buy) | \$ 8.73 | 05/17/2013 | M | 557 | <u>(6)</u> | 03/04/2018 | Common stock | 557 |
| Stock Options (right to buy) | \$ 14.05 | 05/17/2013 | M | 557 | <u>(6)</u> | 03/04/2018 | Common stock | 557 |
| Stock Options (right to buy) | \$ 15.35 | 05/17/2013 | M | 557 | <u>(6)</u> | 03/04/2018 | Common stock | 557 |
| Stock Options (right to buy) | \$ 15.82 | 05/17/2013 | M | 508 | <u>(6)</u> | 03/04/2017 | Common stock | 508 |
| Stock Options (right to buy) | \$ 16.8 | 05/17/2013 | M | 557 | <u>(6)</u> | 03/04/2018 | Common stock | 557 |
| Stock Options (right to buy) | \$ 8.22 | 05/20/2013 | M | 1,174 | <u>(7)</u> | 03/04/2019 | Common stock | 1,174 |
| Stock Options (right to buy) | \$ 12.99 | 05/20/2013 | M | 726 | <u>(7)</u> | 03/04/2019 | Common stock | 726 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goss Anna M. C/O ERA GROUP INC. 818 TOWN & COUNTRY BLVD., SUITE 200 HOUSTON, TX 77024 | | | SVP-Finance and CAO | |

Signatures

/s/ Anna Goss

05/20/2013

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.31, inclusive. The reporting person undertakes to provide to Era Group Inc., any security holder of Era Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2), (3), (4) and (5) to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.30 to \$26.15, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.36 to \$27.25, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.40 to \$27.49, inclusive.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.18, inclusive.
 - (6) The options are fully vested and exercisable.
 - (7) Includes 335 unvested options that will vest on March 4, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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