Duncan Mark Form 4 February 03, 2012

### FORM 4

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

OMB Number: 3235-0287 January 31,

**OMB APPROVAL** 

if no longer subject to Section 16.

Check this box

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 Ad Duncan Marl	*	ting Person *	2. Issuer Name and Ticker or Trading Symbol  Bristow Group Inc [BRS]  5. Relationship of Reporting Personal Issuer  (Check all applicab)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approacie)	
2103 CITY WEST BLVD., 4TH FLOOR			(Month/Day/Year) 02/02/2012	Director 10% Owner _X_ Officer (give title Other (specify below)  Vice President	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person	
HOUSTON, TX 77042				Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned	

(City)	(State) (	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/02/2012		M	12,000	A	\$ 29.82	24,943	D	
Common Stock	02/02/2012		M	5,000	A	\$ 29.17	29,943	D	
Comon Stock	02/02/2012(1)		S	12,000	D	\$ 50.08	17,943	D	
Comon Stock	02/02/2012(1)		S	5,000	D	\$ 50	12,943	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)

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. Transactio Code (Instr. 8)	5. Number of 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.82	02/02/2012		M	12,000	01/24/2008	01/24/2015	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 29.17	02/02/2012		M	5,000	12/29/2008	12/29/2005	Common Stock	5,000

# **Reporting Owners**

Paparting Owner Name / Address	Relationships
Panarting (Iwnor Nama / Address	

Director 10% Owner Officer Other

Vice President

Duncan Mark

2103 CITY WEST BLVD.

4TH FLOOR

HOUSTON, TX 77042

### **Signatures**

Mark Duncan 02/03/2012

\*\*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)

Reporting Owners 2

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Open market sale pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

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.