FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CAUTHEN GREGORY L</u>						er Name an SOCEAN I			ing Sy	ymbol			all applica Director	ble)	Perso	n(s) to Issue	ier	
(Last) 4 GREE	(F NWAY PLA	irst) AZA	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 07/01/2012									below)	er (give title w) Exec VP &		Other (specify below) CFO	
(Street) HOUSTON TX 77046				[4	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)	erivat	tive Securities Acquired, Disposed of, or Benefici						neficia	llv (
1. Title of Security (Instr. 3)			2. Da	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date if any (Month/Day/Yea		3. Transaction Code (Instr.		4. Secui	rities Acquire ed Of (D) (Ins	ed (A) or tr. 3, 4 an	d 5)	5. Amount Securities Beneficiall Owned Fo Reported Transactio (Instr. 3 an	y lowing n(s)	6. Owne Form: D (D) or Ir (I) (Instr	Direct II Indirect E str. 4) C	. Nature of ndirect Beneficial Ownership Instr. 4)
			Table II - De (e.g								f, or Bene ible secu		y Ov	vned				
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)	Code (Instr.		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 Securities Derivative (Instr. 3 and	Underlyir Security	ng	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisab		xpiration ate	Title	Amoun Number Shares	r of		(Instr. 4)			
Deferred Units	\$0 ⁽¹⁾			A	30,002 ⁽²⁾			(2)		(2)	Registered Shares	30,002	2(2)	\$0	30,002 ⁽²⁾	2(2)	D	

Explanation of Responses:

- 1. Each Deferred Unit represents a contingent right to receive one common share of the Issuer.
- 2. The Deferred Units were acquired on July 1, 2012 pursuant to the Issuer's long-term incentive plan. The number of Deferred Units actually earned will be dependent on the duration of the reporting person's continued employment with the Issuer and will be calculated by multiplying 30,002 by a fraction, the numerator of which is the number of calendar days of his employment during the period July 1, 2012 to December 31, 2012 and denominator of which is 184. The Deferred Units vest as follows: 10,000 shares on July 1, 2013; 10,001 shares on July 1, 2014; and 10,001 shares on July 1, 2015.

Remarks:

Eric J. Christ by Power of 07/03/2012 <u>Attorney</u>

** Signature of Reporting Person Date

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

- * 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.