HELIX ENERGY SOLUTIONS GROUP INC
Form SC 13G/A
February 10, 2015

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)
(Amendment No. 7)*

Helix Energy Solutions Group, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

42330P107
(CUSIP Number)

Calendar Year 2014
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

£ Rule 13d-1(b)

£ Rule 13d-1(c)

T Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 42330P107

1. Name of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).
   Owen Kratz
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) £
(b) £
3. SEC Use only

4. Citizenship or Place of Organization
   United States

Number of Shares	5. Sole Voting Power	5,241,110
Beneficially Owned by	6. Shared Voting Power	1,000,000
Each Reporting Person	7. Sole Dispositive Power	5,241,110
With:	8. Shared Dispositive Power	1,000,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person	6,241,110
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	£
11. Percent of Class Represented by Amount in Row (9)	5.91%
12. Type of Reporting Person (See Instructions)	IN

Page 2 of 5 pages

Item 1.

(a) Name of Issuer: Helix Energy Solutions Group, Inc.

(b) Address of Issuer's Principal Executive Offices: 3505 W. Sam Houston Parkway N.
Suite 400
Houston, Texas 77043

Item 2.

(a) Name of Person Filing: Owen Kratz

(b) Address of Principal Business Offices: 3505 W. Sam Houston Parkway N.
Suite 400
Houston, Texas 77043

(c) Citizenship: United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 42330P107

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable. This statement on Schedule 13G is not being filed pursuant to Rule 13d-1(b), 13d-2(b) or 13d-2(c).

(a) £ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) £ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) £ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) £ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) £ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) £ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) £ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) £ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) £ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) £ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 6,241,110.

(b) Percent of Class: 5.91%1 .

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 5,241,110.

(ii) Shared power to vote or to direct the vote: 1,000,000.

(iii) Sole power to dispose or to direct the disposition of: 5,241,110.

(iv) Shared power to dispose or to direct the disposition of: 1,000,000.

The foregoing stock ownership figures include 1,000,000 shares of common stock held by Joss Investments Limited Partnership, an entity of which Mr. Kratz is a general partner. Mr Kratz disclaims beneficial ownership of the shares held by Joss Investments Limited Partnership for purposes of Sections 13(d) and 13(g) of the Securities Exchange Act. Voting and dispositive power over the shares held by Joss Investments Limited Partnership are held by the two general partners who must each approve all such actions.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. £

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Notice of Dissolution of Group

Item 9.

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

1 Based upon 105,589,765 shares outstanding as of December 31, 2014.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that that information set forth in this statement is true, complete and correct.

February 10, 2015
Date

/s/ Owen Kratz
Signature

Owen Kratz
Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power or attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001) rformed by the Audit Committee and Audit Committee activity is set forth below in Report of the Audit Committee. The Audit Committee met four times in 2004.

Compensation Committee. The Compensation Committee is composed of Messrs. Albers, Babson and Klenz. The Compensation Committee determines compensation for the Company s executive officers and administers the Company s 1997 Stock Incentive Plan, the 1999 Employee Stock Purchase Plan, and the Executive Incentive Compensation Plan. For additional information about the Compensation Committee, see Compensation Committee Report on Executive Compensation, set forth below. The Compensation Committee met six times in 2004.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is composed of Messrs. Babson, Albers, and George. All members of the Nominating and Corporate Governance Committee have been determined to be independent by the Board of Directors in accordance with the NASDAQ National Market listing standards. The Nominating and Corporate Governance Committee develops and recommends corporate governance guidelines and standards for business conduct and ethics, identifies individuals qualified to become Board members, and makes recommendations regarding nominations for director. The Nominating and Corporate Governance Committee will consider individuals recommended by shareholders for nomination as director in accordance with the procedures described under Director Nomination Policy below. The Nominating and Corporate Governance Committee also oversees the annual self-evaluations of the Board and its committees and makes recommendations concerning the size, structure, composition and membership of the Board of Directors and its committees. The Nominating and Corporate Governance Committee met four times in 2004.

Director Nomination Policy. Shareholders may recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to the Board of Directors by submitting a written recommendation to the Nominating and Corporate Governance Committee c/o Corporate Secretary, Columbia Sportswear Company, 14375 NW Science Park Drive, Portland, Oregon 97229. Communications should be sent by overnight or certified mail, return receipt requested. Submissions must include sufficient biographical information concerning the recommended individual, including age, five-year employment history with employer names and a description of the employer s business, whether the individual can read and understand financial statements, and board memberships, if any, for the Nominating and Corporate Governance Committee to consider. The submission must be accompanied by a written consent of the individual to stand for election if nominated by the Board and to serve if elected by the shareholders. Recommendations received by December 31, 2005 will be considered for nomination at the 2006 Annual Meeting of Shareholders. Recommendations received after December 31, 2005 will be considered for nomination at the 2007 Annual Meeting of Shareholders.

Following the identification of the director candidates, the Nominating and Corporate Governance Committee meets to discuss and consider each candidate s qualifications and determines by majority vote the

Table of Contents

candidate(s) who the Nominating and Corporate Governance Committee believes would best serve the Company. In evaluating director candidates, the Nominating and Corporate Governance Committee considers a variety of factors, including the composition of the Board as a whole, the characteristics (including independence, diversity, age, skills and experience) of each candidate, and the performance and continued tenure of incumbent Board members. The Committee believes that candidates for director should possess high ethical character, business experience with high accomplishment in his or her respective field, the ability to read and understand financial statements, relevant expertise and experience, and the ability to exercise sound business judgment. They must also be over 21 years of age. In addition, the Committee believes at least one member of the Board should meet the criteria for an audit committee financial expert as defined by Securities and Exchange Commission rules, and that a majority of the members of the Board should meet the definition of independent director under the NASDAQ National Market listing standards. The Committee also believes key members of the Company s management should participate as members of the Board.

Certain Relationships and Related Transactions. B2 Flight LLC, a limited liability company wholly owned by Timothy P. Boyle and his wife, leases its Hawker aircraft to the Company for business use at a price comparable to commercial airfare for each business traveler. In addition, the Company contracts with Global Aviation, Inc., an unrelated party, for flight crew services; the fee that the Company pays to Global Aviation, Inc. partially offsets the minimum monthly fee that B2 Flight LLC owes to Global Aviation, Inc. for its own flight crew services. In 2004, the Company paid B2 Flight LLC $119,489 for use of the aircraft, and paid Global Aviation, Inc. $60,300 for flight crew services. The Company believes that these transactions were on terms as fair to the Company as those that would have been available in arm s-length negotiations.

Section 16(a) Beneficial Ownership Reporting Compliance. Section 16(a) of the Securities Exchange Act of 1934 requires the Company s executive officers, directors, and persons who own more than 10% of the Common Stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Executive officers, directors, and beneficial owners of more than 10% of the Common Stock are required to furnish the Company copies of all section 16(a) reports they file. Based solely on a review of reports received by the Company and on written representations from reporting persons regarding compliance, the Company believes that all section 16(a) transactions were reported on a timely basis, except that one report of a gift of shares was filed late by Mr. Stanton.

Table of Contents

REPORT OF THE AUDIT COMMITTEE [1]

The Audit Committee s role is to provide governance, guidance, and oversight regarding financial information provided by the Company to the public or governmental bodies, the Company s systems of internal controls, and the Company s auditing, accounting, and financial reporting processes in general. The Audit Committee regularly meets with management and the Company s independent auditors, Deloitte & Touche LLP, to discuss, among other things, the preparation of financial statements, including key accounting and reporting issues. In accordance with the Audit Committee charter, the Audit Committee also oversees the relationship between the Company and its outside auditors, including recommending their appointment, reviewing the scope and pre-approving their services and related fees, and assessing their independence. A copy of the Audit Committee charter is available for review on our website at www.columbia.com.

The Audit Committee has:

Reviewed and discussed with management and Deloitte & Touche LLP the audited financial statements;

Discussed with Deloitte & Touche LLP the matters required to be discussed under generally accepted auditing standards and Statement on Auditing Standards No. 61 (Communication with Audit Committees);

Received the written disclosures and the letter from Deloitte & Touche LLP required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees);

Reviewed and approved the amount of fees paid to Deloitte & Touche LLP for audit and non-audit services, and discussed whether Deloitte & Touche LLP s provision of non-audit services was compatible with maintaining its independence; and

Established policies and procedures under which all audit and non-audit services performed by the Company s independent auditors must be approved in advance by the Audit Committee.

Principal Accountant Fees and Services. The following table summarizes the aggregate fees billed to the Company by Deloitte & Touche LLP:

	2003	2004
Audit Fees(a)	$ 438,618	$ 584,934
Audit-Related Fees(b)	33,320	597,785
Tax Fees(c)	449,603	404,534
All Other Fees		
Total	$ 921,541	$ 1,587,253

(a) Fees for audit services billed in 2003 and 2004 consisted of:

Audit of the Company s annual financial statements;

Reviews of the Company s quarterly financial statements; and

Statutory and regulatory audits, consents and other services related to Securities and Exchange Commission matters.

(b) Fees for audit-related services billed in 2003 and 2004 consisted of:

Sarbanes-Oxley Act, Section 404 advisory services;

---

[1] This Report of the Audit Committee, in addition to the section entitled Compensation Committee Report and the section entitled Performance Graph, are not soliciting material, are not deemed filed with the Securities and Exchange Commission, and are not to be incorporated by reference in any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, regardless of date or any general incorporation language in any filing.

Table of Contents

Financial accounting and reporting consultations;

Employee benefit plan audits;

Due diligence associated with an acquisition;

Opening and closing balance sheet audits/reviews of an acquisition; and

Agreed-upon procedures engagements.

(c) Fees for tax services billed in 2003 and 2004 consisted of:

Tax compliance and tax planning and advice;

Federal, state and local income tax return assistance;

Sales and use, property and other tax return assistance;

Assistance with tax return filings in various foreign jurisdictions;

Requests for technical advice from taxing authorities;

Assistance with tax audits and appeals; and

Preparation of expatriate tax returns.

In considering the nature of the services provided by Deloitte & Touche LLP, the Audit Committee determined that these services are compatible with the provision of independent audit services. The Audit Committee discussed these services with Deloitte & Touche LLP and Company management to determine whether or not they are permitted under the rules and regulations concerning auditor independence promulgated by the Securities and Exchange Commission to implement the Sarbanes-Oxley Act of 2002, as well as the American Institute of Certified Public Accountants.

Pre-Approval Policy. All of the services performed by Deloitte & Touche LLP in 2004 were pre-approved in accordance with the pre-approval policy and procedures adopted by the Audit Committee. This policy describes the permitted audit, audit-related, tax, and other services (collectively, the Disclosure Categories) that the independent auditors may perform. The policy requires that, prior to the beginning of each fiscal year following adoption of the policy, a description of the services (the Service List) expected to be performed by the independent auditors in each of the Disclosure Categories in the following fiscal year be presented to the Audit Committee for approval. Services provided by the independent auditors during the following year that were included in the Service List were pre-approved following the policies and procedures of the Audit Committee.

Any requests for audit, audit-related, tax, and other services not contemplated on the Service List must be submitted to the Audit Committee for specific pre-approval and cannot commence until approval has been granted. Normally, pre-approval is provided at regularly scheduled meetings; however, the authority to grant specific pre-approval between meetings, as necessary, has been delegated to the Chairman of the Audit Committee. The Chairman updates the Audit Committee at the next regularly scheduled meeting of any services for which he granted specific pre-approval.

Based on the Audit Committee s review and the meetings, discussions and reports described above, and subject to the limitations of the Audit Committee s role and responsibilities referred to above and in the Audit Committee charter, the Audit Committee recommended to the Board that the Company s audited consolidated financial statements for the year ended December 31, 2004, be included in the Company s Annual Report on Form 10-K.

Members of the Audit Committee:

Edward S. George Chairman
Walter T. Klenz
John W. Stanton

Table of Contents

PROPOSAL 1: ELECTION OF DIRECTORS

A Board of nine directors will be elected at the Annual Meeting. The directors of the Company are elected at each annual meeting to serve until the next annual meeting or until their successors are elected and qualified. Proxies received from shareholders, unless directed otherwise, will be voted FOR election of the following nominees: Mrs. Gertrude Boyle, Ms. Sarah A. Bany, and Messrs. Timothy P. Boyle, Murrey R. Albers, Stephen E. Babson, Andy D. Bryant, Edward S. George, Walter T. Klenz and John W. Stanton. Each nominee except Mr. Bryant is now a director of the Company. If any of the nominees for director becomes unavailable for election for any reason, the proxy holders will have discretionary authority to vote pursuant to a proxy for a substitute or substitutes. The following table briefly describes the name, age and occupation of each of the nominees.

Name, Principal Occupation, and Other Directorships

Gertrude Boyle (age 81) has served as Chairman of the Board of Directors since 1970. Mrs. Boyle also served as the Company s President from 1970 to 1988. Mrs. Boyle is Timothy P. Boyle and Sarah A. Bany s mother.

Timothy P. Boyle (age 55) has served on the Board of Directors since 1978. Mr. Boyle joined the Company in 1971 as General Manager and has served as President and Chief Executive Officer since 1988. Mr. Boyle is also a member of the Board of Directors of Northwest Natural Gas and Widmer Brothers Brewing Company. Mr. Boyle is Gertrude Boyle s son and Sarah A. Bany s brother.

Sarah A. Bany (age 46) has served on the Board of Directors since 1988. Ms. Bany is the owner and Executive Vice President of Brand Development of Moonstruck Chocolate Company. From 1979 to August 1998, Ms. Bany held various positions at Columbia Sportswear, most recently as Director of Retail Stores. Ms. Bany is Gertrude Boyle s daughter and Timothy P. Boyle s sister.

Murrey R. Albers (age 63) became a director of the Company in July 1993. Mr. Albers is President and Chief Executive Officer of United States Bakery, a bakery with operations in Oregon, Washington, Idaho, Montana and California. Mr. Albers, who has been in his current position since June 1985, joined United States Bakery as general manager of Franz Bakery in 1975. Mr. Albers chairs the Compensation Committee.

Stephen E. Babson (age 54) became a director of the Company in July 2002. Mr. Babson has been a Principal of Endeavour Capital, a Northwest private equity firm, since April 2002. Mr. Babson joined Stoel Rives LLP, a law firm, in 1978, was a partner from 1984 to February 2002, and served as its chairman from July 1999 to February 2002. Mr. Babson chairs the Nominating and Corporate Governance Committee.

Andy D. Bryant (age 54) is a nominee for election as a director of the Company for the first time this year. Mr. Bryant is Executive Vice President and Chief Financial and Enterprise Services Officer of Intel Corporation. Mr. Bryant joined Intel in 1981 as Controller for the Commercial Memory Systems Operation, became the Chief Financial Officer in February 1994, and was promoted to Senior Vice President in January 1999. Mr. Bryant expanded his role to Chief Financial and Enterprise Services Officer in December 1999. Mr. Bryant is a member of the board of directors of Kryptiq Corporation and Synopsys, Inc. Mr. Bryant does not intend to stand for reelection to the board of directors of Synopsys, Inc. this year.

Edward S. George (age 68) became a director of the Company in 1989. For 30 years, until his retirement, Mr. George worked in the banking industry. From 1980 to 1990, he was President and CEO of Torrey Pines Bank and from 1991 to 1998 he served as a financial consultant. Mr. George also served as a director of First National Bank of San Diego until its sale in September 2002. Mr. George chairs the Audit Committee.

Walter T. Klenz (age 59) became a director of the Company in 2000. He served as Managing Director of Beringer Blass Wine Estates from 2001 until his retirement in 2005. Mr. Klenz became President and Chief

Table of Contents

Executive Officer of Beringer Wine Estates in 1990, and Chairman of its Board of Directors in August 1997, and he served in those positions until the 2000 acquisition of Beringer Wine Estates by Foster s Brewing Group Limited. Mr. Klenz joined Beringer Wine Estates in 1976 as director of marketing for the Beringer brand. He is a member of the board of directors of America West Airlines.

John W. Stanton (age 49) became a director of the Company in 1997. Since 1992, Mr. Stanton has served as Chairman and Chief Executive Officer of Western Wireless Corporation and its predecessors. In January 2005, Western Wireless announced that it has agreed to be acquired by ALLTEL Corporation in a transaction expected to close mid-year. Mr. Stanton served as Chief Executive Officer and Chairman of VoiceStream Wireless Corporation from 1994 to 2002. Mr. Stanton is a member of the board of directors of Advanced Digital Information Corporation and Hutchison Telecommunications International LTD.

RECOMMENDATION BY THE BOARD OF DIRECTORS

The Board of Directors recommends that shareholders vote FOR election of the nominees named in this proxy statement. If a quorum of shareholders is present at the annual meeting, the nine nominees for election as directors who receive the greatest number of votes cast at the meeting will be elected directors. Abstentions and broker non-votes are counted for purposes of determining whether a quorum exists at the annual meeting, but will have no effect on the results of the vote. If any of the nominees for director at the annual meeting becomes unavailable for election for any reason, the proxy holders will have discretionary authority to vote pursuant to the proxy for a substitute or substitutes.

PROPOSAL 2: RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

The Board of Directors has selected Deloitte & Touche LLP as the Company s independent auditors for the 2005 fiscal year, subject to ratification of the selection by the shareholders of the Company at the annual meeting. Representatives of Deloitte & Touche LLP are expected to be present at the annual meeting and will be available to respond to appropriate questions. They do not plan to make any statement but will have the opportunity to make a statement if they wish.

RECOMMENDATION BY THE BOARD OF DIRECTORS

The Board of Directors recommends that shareholders vote FOR ratification of the selection of Deloitte & Touche LLP as the Company s independent auditors for the 2005 fiscal year. This proposal will be approved if a quorum is present at the meeting and the votes cast in favor of this proposal exceed the votes cast opposing this proposal. Abstentions and broker non-votes are counted for purposes of determining whether a quorum exists at the annual meeting, but will have no effect on the results of the vote. The proxies will be voted for or against this proposal or as an abstention in accordance with the instructions specified on the proxy form. If no instructions are given, proxies will be voted for approval of the adoption of this proposal.

Table of Contents

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth all compensation paid by the Company for each of the last three fiscal years to the Chief Executive Officer and each of the four other most highly compensated executive officers.

	Annual Compensation			Long-Term Compensation	
Name and Principal Position	Fiscal Year	Salary (1)	Bonus	Securities Underlying Options	All Other Compensation
Timothy P. Boyle	2004	$ 726,539	$ 903,700		$ 20,521(2)
	2003	$ 690,000	$ 970,761		$ 19,352(2)
President, Chief Executive Officer	2002	$ 690,000	$ 927,751		$ 18,115(2)
Gertrude Boyle	2004	$ 720,962	$ 326,233		$ 15,702(3)
	2003	$ 675,000	$ 345,330		$ 14,363(3)
Chairman of the Board	2002	$ 675,000	$ 330,030		$ 13,126(3)
Patrick D. Anderson	2004	$ 362,462	$ 164,290	20,000	$ 16,769(4)
	2003	$ 324,000	$ 165,758	30,000	$ 15,930(4)
Chief Operating Officer	2002	$ 288,692	$ 158,414	30,000	$ 15,193(4)
Rick D. Carpenter	2004	$ 310,962	$ 140,819	20,000	$ 14,202(5)
	2003	$ 284,231	$ 145,806	24,000	$ 13,363(5)
Vice President of Manufacturing Operations	2002	$ 274,231	$ 135,457	26,000	$ 12,626(5)
Edward R. Howell(6)	2004	$ 345,599		12,000	$ 8,000(7)
	2003	$ 415,000	$ 204,640	15,000	$ 71,993(7)
Global President Sorel	2002	$ 145,769	$ 81,476	50,000	$ 86,424(7)
Robert G. Masin	2004	$ 388,733	$ 149,516	12,000	$ 22,660(8)
	2003	$ 363,825	$ 186,133	15,000	$ 19,861(8)
Senior Vice President of Sales and Merchandising	2002	$ 324,177	$ 177,886	26,000	$ 19,322(8)

(1) The Company s practice is to pay salaries biweekly, which usually results in 26 pay periods during each calendar year. Because of the timing of pay periods, however, there may be 25 or 27 pay periods in certain years. As a result, the salary paid to an executive officer during the year (as reported on a cash basis in the table above) may vary from the executive officer s annualized salary.

(2) Includes (a) profit share contributions under the Company s 401(k) Profit Sharing Plan of $7,126 for 2002, $7,363 for 2003, and $7,702 for 2004; (b) matching contributions under the Company s 401(k) Profit Sharing Plan of $6,000 for 2002, $7,000 for 2003, and $8,000 for 2004; and (c) payments of executive officer disability insurance premiums of $4,989 for 2002, $4,989 for 2003, and $4,819 for 2004.

(3) Includes (a) profit share contributions under the Company s 401(k) Profit Sharing Plan of $7,126 for 2002, $7,363 for 2003, and $7,702 for 2004; and (b) matching contributions under the Company s 401(k) Profit Sharing Plan of $6,000 for 2002, $7,000 for 2003, and $8,000 for 2004.

(4) Includes (a) profit share contributions under the Company s 401(k) Profit Sharing Plan of $7,126 for 2002, $7,363 for 2003, and $7,702 for 2004; (b) matching contributions under the Company s 401(k) Profit Sharing Plan of $5,500 for 2002, $6,000 for 2003, and $6,500 for 2004; and (c) payments of executive officer disability insurance premiums of $2,567 for 2002, $2,567 for 2003, and $2,567 for 2004.

(5) Includes (a) profit share contributions under the Company s 401(k) Profit Sharing Plan of $7,126 for 2002, $7,363 for 2003, and $7,702 for 2004; and (b) matching contributions under the Company s 401(k) Profit Sharing Plan of $5,500 for 2002, $6,000 for 2003, and $6,500 for 2004.

(6) Mr. Howell resigned from the Company on October 11, 2004.

(7) Includes (a) $86,424 paid in 2002 and $57,630 paid in 2003 in connection with relocation expenses when Mr. Howell joined the Company in 2002; (b) profit share contributions under the Company s 401(k) Profit

Table of Contents

Sharing Plan of $7,363 for 2003; and (c) matching contributions under the Company s 401(k) Profit Sharing Plan of $7,000 for 2003 and $8,000 for 2004.

(8) Includes (a) profit share contributions under the Company s 401(k) Profit Sharing Plan of $7,126 for 2002, $7,363 for 2003, and $7,702 for 2004; (b) matching contributions under the Company s 401(k) Profit Sharing Plan of $6,000 for 2002, $7,000 for 2003, and $8,000 for 2004; and (c) payments of executive officer disability insurance premiums of $6,196 for 2002, $5,498 for 2003, and $6,958 for 2004.

Stock Option Grants in Fiscal Year 2004

The following table provides information regarding stock options granted in 2004 to the Company s executive officers named in the Summary Compensation Table. All option grants were made pursuant to the Company s 1997 Stock Incentive Plan.

					Potential Realizable Value at Assumed Rates of Annual Stock Price Appreciation For Option Term(2)	
Name	**Number of Shares Underlying Options Granted(1)**	**Percentage of Options Granted to Employees During Fiscal Year**	**Exercise Price Per Share**	**Expiration Date**	**5%**	**10%**
Gertrude Boyle						
Timothy P. Boyle						
Patrick D. Anderson	20,000	3.28%	$ 53.12	May 13, 2014	$ 668,138	$ 1,693,192
Rick D. Carpenter	20,000	3.28%	$ 53.12	May 13, 2014	$ 668,138	$ 1,693,192
Edward R. Howell	12,000	1.97%	$ 53.12	May 13, 2014	$ 400,883	$ 1,015,915
Robert G. Masin	12,000	1.97%	$ 53.12	May 13, 2014	$ 400,883	$ 1,015,915

(1) 25% of the options granted to Messrs. Anderson, Carpenter, Howell and Masin become exercisable on the first anniversary of the first full month after the date of grant, and the remaining 75% become exercisable ratably over the following 36 months. Mr. Howell s options were cancelled upon employment termination on October 11, 2004, pursuant to the terms of the option grant.

(2) In accordance with rules of the Securities and Exchange Commission, these amounts are the hypothetical gains or option spreads that would exist for the respective options based on assumed compounded rates of annual stock price appreciation of 5% and 10% from the date the options were granted over the option term.

Aggregated Option Exercises and Fiscal Year-End Option Values

The following table indicates for all executive officers named in the Summary Compensation Table, on an aggregated basis,

stock options exercised during 2004, including the value realized on the date of exercise;

the number of shares subject to exercisable and unexercisable stock options as of December 31, 2004; and the value of in-the-money options.

Name	Number of Shares Acquired on Exercise	Value Realized	Number of Shares Underlying Unexercised Options At Fiscal Year-End		Value of Unexercised In-the-Money Options at Fiscal Year-End(1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Gertrude Boyle						
Timothy P. Boyle						
Patrick D. Anderson	41,002	$ 1,813,754	65,127	52,671	$ 1,843,011	$ 978,380
Rick D. Carpenter	30,943	$ 961,367	2,217	48,567	$ 67,363	$ 885,794
Edward R. Howell	17,100	$ 309,787				
Robert G. Masin	12,650	$ 514,184	47,768	34,559	$ 1,229,141	$ 671,057

13

Table of Contents

(1) Options are in-the-money at the fiscal year-end if the fair market value of the underlying securities on that date exceeds the exercise price of the option. The amounts set forth represent the fair market value of the securities underlying the options on December 31, 2004 based on the closing sale price of $59.61 per share of Common Stock on that date (as reported on the NASDAQ National Market) less the per share exercise price of the options, multiplied by the applicable number of shares underlying the options.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee of the Board of Directors consists of Messrs. Albers, Babson, and Klenz. No Compensation Committee member participates in committee deliberations or recommendations relating to his own compensation. Each of the members of the Compensation Committee is independent under NASDAQ National Market listing standards and there are no compensation committee interlocks as described in Securities and Exchange Commission Regulation S-K, Item 402(j).

14

Table of Contents

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee makes recommendations to the Board of Directors regarding compensation for the executive officers of the Company, and administers the executive compensation plans, the Company s Employee Stock Purchase Plan and the Company s stock incentive plan, from which stock options are granted periodically to executive officers and other employees of the Company.

Compensation Principles and Philosophy

The Compensation Committee believes that leadership and motivation of the Company s executives are critical to the long-term success of the Company. In support of this philosophy, the Company has adopted an executive compensation policy in which the primary objectives are to provide a total compensation package that:

- will allow it to attract and retain key executive officers who are primarily responsible for the long-term success of the Company;
- takes into consideration the compensation practices of comparable companies with whom the Company competes for executive talent; and
- will motivate executives to maximize shareholder returns by achieving both short- and long-term Company goals.

The Compensation Committee maintains the philosophy that compensation of the Company s executives should be directly linked to the financial performance of the Company as well as to each executive s individual contribution. In determining competitive compensation levels, the Compensation Committee has engaged independent compensation consultants to analyze all components of executive compensation, including base salaries, stock options, perquisites, and other personal benefits, for executive officers at comparable companies. In the process of reviewing each component of the total compensation package, separately and in the aggregate, the Compensation Committee considered the relationships between various levels of executive compensation within the Company, including in particular the relative difference between the Chief Executive Officer s compensation and the compensation of the Company s other executive officers. The Company s executive salaries increased an average of 3.3 percent from 2003 to 2004, falling slightly above the 50^{th} percentile of comparable companies.

The Compensation Committee continues to place emphasis on aligning compensation with Company performance by maintaining the proportion of executive pay that is at risk, offering increased rewards for strong Company and individual performance and reduced returns if performance expectations are not met.

The total compensation package includes a base salary, bonuses, periodic stock option grants, as well as a 401(k) plan with a Company match, and a Company profit sharing plan.

Compensation Elements

The Company s executive compensation program consists of several elements, all determined by individual performance and Company profitability, except for stock option grants that are intended to correlate compensation to stock price performance.

Base Salary Compensation

Base salaries for the Chief Executive Officer and other select executive officers have been established by reviewing a number of factors, including responsibilities, experience, demonstrated performance and potential for future contributions. The Compensation Committee also takes into account competitive factors, including the level of salaries associated with similar positions at businesses that compete with the Company.

15

Table of Contents

Annual Incentive Compensation

In 1999, the Board of Directors and shareholders approved the Executive Incentive Compensation Plan. The Executive Incentive Compensation Plan was re-approved by shareholders at the 2004 annual meeting of shareholders. Under the Executive Incentive Compensation Plan, the Compensation Committee establishes Company performance goals, which may include Company revenues or earnings or other Company benchmarks, within 90 days of the beginning of the calendar year. Cash bonuses for eligible executive officers are determined by the extent to which the Company attains the established goals and by an assessment of each executive officer s performance during the year. In each case, the target bonus will be a percentage of the executive s base salary. Bonuses may exceed the target by a predetermined amount if Company performance goals are exceeded and if the executive s performance meets or exceeds the Compensation Committee s expectations. An executive may also receive no bonus for the year if less than a predetermined percentage of a Company performance goal is met or if the executive s performance does not meet the Compensation Committee s expectations. Although the Executive Incentive Compensation Plan requires that Company performance goals and target bonuses be established in the first quarter of the year in order to comply with Section 162(m) of the Internal Revenue Code, the Compensation Committee may exercise discretion by reducing bonuses from a preset amount. For example, if Company performance would result in a maximum bonus, but individual performance does not meet the Compensation Committee s standards, the Compensation Committee could exercise discretion by reducing the bonus amount. Under the Executive Incentive Compensation Plan, the Compensation Committee established a performance goal for the Company for 2004 based on pre-tax income. The Company exceeded its performance goals for fiscal 2004 and each Executive Officer received a cash bonus.

Stock Options

Options provide executives with the opportunity to buy and maintain an equity interest in the Company and to share in the appreciation of the value of the stock. They also provide a long-term incentive for the executive to remain with the Company and promote shareholder returns. The Company has made periodic stock option grants under the 1997 Stock Incentive Plan to most executive officers. The Company to date has not granted stock options to Timothy P. Boyle or Gertrude Boyle, each of whom has a substantial ownership interest in the Company, which provides a long-term performance incentive.

The Compensation Committee grants annual stock option awards to selected executives and other select employees. The number of shares in each award will depend on factors such as the level of base pay and individual performance. Stock options are awarded with an exercise price equal to the fair market value of the Company s Common Stock at the time of the grant. Options granted in 2004 expire ten years after the option was granted and vest over a period of four years. The options only have value to the recipients if the price of the Company s stock appreciates after the options are granted.

Other Benefits

The Company has a 401(k) profit-sharing plan, which covers substantially all employees in the United States with more than ninety days of service. The Company has historically made discretionary matching and non-matching contributions, with the non-matching contributions made in the form of profit sharing. All contributions to the plan are determined by the Board of Directors. In addition, executive officers, other than Timothy P. Boyle and Gertrude Boyle, are eligible to participate in the Company s 1999 Employee Stock Purchase Plan.

Other benefits that are offered to key executives are largely those that are offered to the general employee population, with some variation. In general, these variations are designed to provide key executives a safety net of protection against the financial catastrophes that can result from illness or disability.

Table of Contents

Chief Executive Officer Compensation

The Compensation Committee determined the compensation for the Chief Executive Officer based on a number of factors. Mr. Boyle s base salary was determined after a review of his experience, performance and an evaluation of comparable positions at other companies. Under the Executive Incentive Compensation Plan total compensation for Mr. Boyle is tied to the overall financial performance of the Company. For 2004, Mr. Boyle was eligible to receive as a bonus between 30 percent and 220 percent of his base salary, depending on the Company achieving between 85 and 130 percent of predetermined financial goals. The Company exceeded 100 percent of the financial goals, and Mr. Boyle received a bonus of $903,700, or 129 percent of his annual base salary. Mr. Boyle s 2005 base salary is $720,000, an increase of $20,000 from 2004, and was established by the Compensation Committee after a review of a commissioned survey of executive salaries across related industries as well as in the same geographic region. In 2005, Mr. Boyle is again eligible for a performance-based bonus of between 30 percent and 220 percent of his base salary, depending on his performance and on the Company achieving between 85 percent and 130 percent of pre-set financial goals. If the Company s performance is below 85 percent of the financial goals, Mr. Boyle will receive no bonus under the Executive Incentive Compensation Plan. Because of Mr. Boyle s substantial ownership interest in the Company, the Compensation Committee believes he has an effective long-term incentive tied directly to shareholder return.

Deductibility of Compensation

Section 162(m) of the Internal Revenue Code limits to $1,000,000 per person the amount that the Company can deduct for compensation paid to the Company s Chief Executive Officer and four highest compensated officers (other than the Chief Executive Officer) in any year. Depending on individual and Company performance, total compensation for some of these executives may be greater than $1,000,000. The limit on deductibility, however, does not apply to performance-based compensation that meets specified requirements. The Company s current policy is generally to grant stock options that meet those requirements so that option compensation recognized by an optionee will be fully deductible by the Company. Similarly, the Executive Incentive Compensation Plan is intended to provide for fully deductible performance-based compensation.

Members of the Compensation Committee:

Murrey R. Albers Chairman
Stephen E. Babson
Walter T. Klenz

17

Table of Contents

PERFORMANCE GRAPH

The line graph below compares the cumulative total shareholder return of the Company s Common Stock with the cumulative total return of the Standard & Poor s Small Cap 600 Index, the S&P 500 Textile (Apparel) Index and the S&P 500 Index for the period beginning December 31, 1999 and ending December 31, 2004. The graph assumes that $100 was invested on December 31, 1999, and that any dividends were reinvested. Indices for the S&P 500 and S&P 500 Textile (Apparel) are included in order to provide shareholders comparisons with companies outside the small capitalization category.

Historical stock price performance should not be relied on as indicative of future stock price performance.

Columbia Sportswear Company

Stock Price Performance

December 31, 1999 December 31, 2004

Total Return Analysis	12/31/1999	12/31/2000	12/31/2001	12/31/2002	12/31/2003	12/31/2004
Columbia Sportswear Co.	$ 100.00	$ 231.40	$ 232.33	$ 309.91	$ 380.23	$ 415.88
S&P 500 Textile (Apparel)	$ 100.00	$ 119.24	$ 122.88	$ 129.40	$ 178.62	$ 227.42
S&P Small Cap 600	$ 100.00	$ 111.02	$ 117.39	$ 99.89	$ 138.57	$ 169.55
S&P 500	$ 100.00	$ 90.89	$ 80.14	$ 62.45	$ 80.30	$ 88.62

Table of Contents

ADDITIONAL INFORMATION

Shareholder Proposals to be Included in the Company s Proxy Statement. To be considered for inclusion in proxy materials for the Company s 2006 annual meeting of shareholders, a shareholder proposal must be received by the Company by December 21, 2005.

Shareholder Proposals Not in the Company s Proxy Statement. Shareholders wishing to present proposals for action at this annual meeting or at another shareholders meeting must do so in accordance with the Company s bylaws, a copy of which is available upon written request to Peter J. Bragdon, Vice President, General Counsel and Secretary. A shareholder must give timely notice of the proposed business to the Secretary. For purposes of the Company s 2006 annual meeting of shareholders, any notice, to be timely, must be received by the Company by January 20, 2006.

Shareholder Nominations for Director. Shareholders wishing to nominate directly candidates for election to the Board of Directors at an annual meeting must do so in accordance with the Company s bylaws by giving timely notice in writing to the Secretary as defined above. The notice must set forth (a) the name and address of the shareholder who intends to make the nomination, (b) the name, age, business address and residence address of each nominee, (c) the principal occupation or employment of each nominee, (d) the class and number of shares of the Company that are beneficially owned by each nominee and by the nominating shareholder, (e) any other information concerning the nominee that must be disclosed of nominees in proxy solicitations pursuant to Regulation 14A of the Securities Exchange Act of 1934, and (f) the executed consent of each nominee to serve as a director of the Company if elected.

If the number of directors to be elected is increased and there is no public announcement by the Company naming all nominees or specifying the size of the increased Board of Directors at least 100 days prior to the first anniversary of the preceding year s annual meeting, a shareholder s notice shall also be considered timely (but only with respect to nominees for new positions created by any increase) if delivered to the Secretary at the Company s principal executive offices no later than the close of business on the tenth day following the day on which the public announcement is first made by the Company.

Shareholders wishing to make any director nominations at any special meeting of shareholders held for the purpose of electing directors must do so, in accordance with the bylaws, by delivering timely notice to the Secretary setting forth the information described above for annual meeting nominations. To be timely, the notice must be delivered to the Secretary at the principal executive offices of the Company not earlier than the close of business on the 90th day prior to the special meeting and not later than the close of business on the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board to be elected at the meeting. The officer presiding at the meeting may, if in the officer s opinion the facts warrant, determine that a nomination was not made in accordance with the procedures prescribed by the bylaws. If the officer does so, the officer shall so declare to the meeting and the defective nomination shall be disregarded.

By Order of the Board of Directors

Timothy P. Boyle

President and Chief Executive Officer

Portland, Oregon

April 20, 2005

19

Table of Contents

Table of Contents