

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Whalen Jennifer Dawn			2. Issuer Name and Ticker or Trading Symbol Bristow Group Inc. [VTOL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, CFO		
(Last) (First) (Middle) C/O BRISTOW GROUP INC., 3151 BRIARPARK DRIVE, SUITE 700			3. Date of Earliest Transaction (Month/Day/Year) 03/09/2021					
(Street) HOUSTON, TX 77042			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/09/2021		F		1,836 (1)	D	\$ 27.87	43,012 (2)(3)	D	

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whalen Jennifer Dawn C/O BRISTOW GROUP INC. 3151 BRIARPARK DRIVE, SUITE 700 HOUSTON, TX 77042			SVP, CFO	

## Signatures

/s/ Justin D. Mogford, Attorney-in-Fact for Jennifer D. Whalen

03/11/2021

\*\*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) Shares withheld to cover the associated tax liability upon the vesting of a portion of a previously granted restricted stock award, which grant was originally reported in Table I of the Reporting Person's Form 4 filed on March 12, 2020.

(2) These securities consist of (i) 14,622 restricted stock previously reported in Table I of the Reporting Person's Form 4 filed on March 12, 2020 and 30,226 shares of common stock beneficially owned by the Reporting Person, both of which give effect to the 1:3 reverse stock split as reported in footnote 2 of the Reporting Person's Form 4 filed June 15, 2020, and (ii) the subtraction of the shares withheld as reported in Column 4 of this Form 4.

(3) Excludes 3 shares of common stock inadvertently included in the amount reported in Column 5 of the Form 4 filed by the Reporting Person on June 15, 2020 as a result of an error in connection with the calculation of the vesting of restricted stock and related withholding taxes.

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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