

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Whalen Jennifer Dawn</u>  (Last) (First) (Middle) C/O BRISTOW GROUP INC. 3151 BRIARPARK DRIVE, SUITE 700  (Street) HOUSTON TX 77042  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bristow Group Inc. [ VTOL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>SVP, CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/10/2024		A		4,428 <sup>(1)</sup>	A	\$34	88,875	D	
Common Stock	05/10/2024		F		1,610 <sup>(2)</sup>	D	\$34	87,265	D	
Common Stock	05/10/2024		A		2,866 <sup>(3)</sup>	A	\$34	90,131	D	
Common Stock	05/10/2024		F		1,042 <sup>(4)</sup>	D	\$34	89,089	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares of common stock that vested on May 10, 2024 upon the approval of the Issuer's Board of Directors (the "Board") of the satisfaction of performance criteria underlying an award of Cash Return on Invested Capital performance-based stock units ("Cash ROIC PSUs") granted to the Reporting Person on June 1, 2021 under the terms of the Issuer's 2021 Equity Incentive Plan (the "Plan").
- Shares withheld to cover the associated tax liability upon the vesting of the Cash ROIC PSUs.
- Represents shares of common stock that vested on May 10, 2024 upon the approval of the Board of the satisfaction of performance criteria underlying an award of Relative Total Stockholder Return performance-based stock units ("RTSR PSUs") granted to the Reporting Person on June 1, 2021 under the terms of the Plan.
- Shares withheld to cover the associated tax liability upon the vesting of the RTSR PSUs.

/s/ Justin D. Mogford, Attorney-in-Fact for Jennifer D. Whalen 05/14/2024

\*\* 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.