

Reported by DEATON CHAD C

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/12 for the Period Ending 12/30/11

Address 2929 ALLEN PARKWAY

SUITE 2100

HOUSTON, TX 77019-2118

Telephone 7134398600

CIK 0000808362

Symbol BHI

SIC Code 3533 - Oil and Gas Field Machinery and Equipment

Industry Oil Well Services & Equipment

Sector Energy

Fiscal Year 12/31





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

OMB APPROVAL OMB Number: 3235-0287 Expires: November 30,

2011

Estimated average burden

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP hours per response... 0.5 **OF SECURITIES**

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2.	2. Issuer Name and Ticker or Trading Symbol							ng Symbo		5. Relationship of Reporting Person(s) to Issuer				
									~ -	~-			(Check all	applicab	le)		
DEATON CHAD C						ER H												
(Last) (First) (Middle)				3.	3. Date of Earliest Transaction (MM/DD/YYYY)							DD/YYYY))		X Director 10% Owner			
													h	_ X Offic elow)	er (give title	e below)	Othe	r (specify
2929 ALLEN	PARKV	VAY,	SUITE					12/3	0/2	011				chairmar	and CE	O		
2100																		
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)							ed		6. Individual or Joint/Group Filing (Check Applicable Line)				
HOUSTON, T	X 7701	9																
(City) (State) (Zip)													-	_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table	I - Non-l	Deriv	ativ	e Secur	ities	s Acq	uir	ed, Dis	po	sed of, o	r Be	eneficially		•		
1.Title of Security 2.			2. Tra Date	ins.	2A. Deemed Execution Date, if	Co	Trans. 4. Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)				6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership			
						any		Code	V A	mount (A		Price	(IIIsu	. 5 and 4)			or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock, \$1.00 Par Value			12/30	2/30/2011			A	12	22.117 (1)		\$40.9445	322472.4577		D				
Tabl	le II - Dei	rivative	Securiti	es Be	nefi	cially O	wn	ed (<i>e</i>	e.g. ,	, puts, o	cal	ls, warra	ants	, options,	convert	ible secur	ities)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any	Code (Instr. 8) So A		Number of Derivative ecurities acquired (A) or Disposed of (D) instr. 3, 4 and		r			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		(Instr. 5)	of derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial		
				Code	v	(A)	(D)	Date Exerc	isable	Expirati Date	ion	Title		Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)	
Restricted Stock Unit (2)(3)	(4)	1/1/2012		A		75000		1/31/2	2013	(3)		Commo Stock, \$1 Par Valu	.00	75000	\$48.64	75000	D	

Explanation of Responses:

- (1) Acquisition under Employee Stock Purchase Plan exempt from Section 16b of the Securities Exchange Act of 1934 by Rule 16b-3.
- (2) Restricted Stock Unit issued pursuant to the terms and conditions of the Company's 2002 Director and Officer Long-Term Incentive Plan.
- (3) On January 31, 2013, the Forfeiture Restrictions shall lapse as to 37,500 Restricted Stock Units and on the second anniversary of the termination of his employment with the Company and of all of its Affiliates, the Forfeiture Restrictions shall lapse as to an additional 37,500 Restricted Stock Units.
- (4) Each restricted stock unit represents a contingent right to receive one share of Baker Hughes common stock.

Reporting Owners

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
DEATON CHAD C								

2929 ALLEN PARKWAY			
SUITE 2100	X	Chairman and CEO	
HOUSTON, TX 77019			

Signatures

Sandra E. Alford Attorney-in-Fact

** Circle C. Partic P.

Date

** Signature of Reporting Person

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 control number.