SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 - For the Quarterly Period Ended June 30, 1996

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 - For the Transition Period From

______________________________ to ________________________________

Commission file number 1-6311

TIDEWATER INC.

(Exact name of registrant as specified in its charter)

DELAWARE	72-0487776
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

1440 Canal Street, Suite 2100, New Orleans, Louisiana	70112
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (504) 568-1010

NOT APPLICABLE

Former name, former address and former fiscal year, if changed since last report.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or of such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO ___

62,007,469 shares of Tidewater Inc. common stock $.10 par value per share were outstanding on July 23, 1996. Registrant has no other class of common stock outstanding.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

TIDEWATER INC.

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

ASSETS	June 30, 1996	March 31, 1996
Current assets:		
Cash, including temporary cash investments	$ 33,970	28,768
Trade and other receivables	167,902	144,472
Inventories	31,581	31,346
Other current assets	4,369	4,350
Total current assets	237,822	208,936
Investments in, at equity, and advances to unconsolidated companies	19,513	35,861
Properties and equipment:		
Marine equipment	1,263,204	1,210,876
Compression equipment	315,902	324,069
Other	41,376	41,240
	1,620,482	1,576,185
Less accumulated depreciation	914,691	916,412
Net properties and equipment	705,791	659,773
Other assets	71,513	73,630
	$1,034,639	978,200
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current maturities of long-term debt	17,464	2,934
Accounts payable and accrued expenses	84,085	70,546
Accrued property and liability losses	13,645	10,844
Income taxes	8,772	1,356
Total current liabilities	123,966	85,680
Deferred income taxes	78,311	76,579
Accrued property and liability losses	30,924	34,206
Other liabilities and deferred credits	43,891	42,985
Stockholders' equity:		
Common stock of $.10 par value; issued 61,998,233 shares at June and 61,882,695 shares at March	6,200	6,188
Additional paid-in capital	423,373	421,655
Retained earnings	339,362	322,736
	768,935	750,579
Less:		
Cumulative foreign currency translation adjustment	10,375	10,771
Deferred compensation - restricted stock	1,013	1,058
Total stockholders' equity	757,547	738,750
	$1,034,639	978,200

See Notes to Unaudited Condensed Consolidated Financial Statements.

TIDEWATER INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(In thousands, except share and per share data)

	Three Months Ended June 30,	
	1996	1995
Revenues:		
Marine operations	$ 146,639	128,054
Compression operations	29,255	27,039
	175,894	155,093
Costs and expenses:		
Marine operations	91,216	81,984
Compression operations	16,888	13,907
Depreciation	20,017	20,646
General and administrative	15,075	14,514
	143,196	131,051
	32,698	24,042
Other income (expenses):		
Foreign exchange gain (loss)	143	(181)
Gain on sales of assets	1,434	3,389
Equity in net earnings of unconsolidated companies	1,243	1,096
Minority interests	(178)	(467)
Interest and miscellaneous income	911	664
Interest and other debt costs	(413)	(2,465)
	3,140	2,036
Earnings before income taxes	35,838	26,078
Income taxes	11,468	8,651
Net earnings	$ 24,370	17,427
Primary and fully-diluted net earnings per common share	$ .39	.28
Weighted average common shares and equivalents	62,660,947	62,011,490
Cash dividends declared per common share	$ .125	.10

See Notes to Unaudited Condensed Consolidated Financial Statements.

TIDEWATER INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Three Months Ended June 30, 1996	1995
Net cash provided by operating activities	$ 45,667	42,584
Cash flows from investing activities:		
Proceeds from sales of assets	5,079	6,038
Additions to properties and equipment	(12,826)	(5,919)
Acquisition of joint-venture interest, net of cash acquired	(3,435)	---
Dividends received from unconsolidated companies net of additional investments	2,943	1,312
Dividends paid to minority interest	(658)	(826)
Increase in reserve funds	---	(256)
Net cash (used in) provided by investing activities	(8,897)	349
Cash flows from financing activities:		
Principal payments on long-term debt	(25,554)	(40,882)
Proceeds from issuance of common stock	1,730	360
Dividends paid	(7,744)	(5,324)
Net cash used in financing activities	(31,568)	(45,846)
Net increase (decrease) in cash, including temporary cash investments	5,202	(2,913)
Net increase in cash for Hornbeck Offshore Services for the quarter ended March 31, 1995	---	4,980
Cash, including temporary cash investments at beginning of period	28,768	23,274
Cash, including temporary cash investments at end of period	$ 33,970	25,341
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ 352	2,935
Income taxes	$ 1,411	1,814
Supplemental noncash investing activity:		
Joint-venture interest acquired:		
Fair value of assets acquired	$ 51,305	---
Fair value of liabilities assumed	(47,870)	---
Net cash payment	$ 3,435	---

See Notes to Unaudited Condensed Consolidated Financial Statements.

TIDEWATER INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) Interim Financial Statements

The consolidated financial information for the interim periods presented herein has not been audited by independent accountants, but in the opinion of management, all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the condensed consolidated balance sheets and the condensed consolidated statements of earnings and cash flows at the dates and for the periods indicated have been made. Results of operations for interim periods are not necessarily indicative of results of operations for the respective full years.

(2) Earnings per Share Data

Primary and fully diluted earnings per share data are computed on the weighted average number of shares and dilutive equivalent shares of common stock (stock options and restricted stock grants) outstanding during each period using the treasury stock method.

(3) Income Taxes

Income tax expense for interim periods is based on estimates of the effective tax rate for the entire fiscal year. The effective tax rate was 32% and 33% for the quarters ended June 30, 1996 and 1995, respectively.

(4) Acquisition of Marine Joint-Venture

On May 31, 1996 the company acquired for $12.4 million cash the remaining 50.1% equity interest in 22 of 29 safety/standby vessels previously owned and operated by joint-venture companies in the North Sea. The acquisition was accounted for by the purchase method and accordingly, the fair value of the assets acquired and liabilities assumed and results of operations have been included in the condensed consolidated financial statements effective June 1, 1996.

(5) New Accounting Pronouncements

On April 1, 1996 the company adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 121 "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of." The adoption had no impact on the company's results of operations or financial position.

On April 1, 1996 the company elected to continue to use the intrinsic value method of accounting for stock-based compensation prescribed by Accounting

Principles Board Opinion No. 25 and, accordingly, adopted the disclosure provisions of SFAS No. 123 "Accounting for Stock-based Compensation."

INDEPENDENT AUDITORS' REVIEW REPORT

The Board of Directors and Shareholders
of Tidewater Inc.:

We have reviewed the condensed consolidated balance sheet of Tidewater Inc. and subsidiaries as of June 30, 1996 and the related condensed consolidated statements of earnings and cash flows for the three-month periods ended June 30, 1996 and 1995. These condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with generally accepted accounting principles.

We have previously audited, in accordance with generally accepted auditing standards, the consolidated balance sheet of Tidewater Inc. and subsidiaries as of March 31, 1996, and the related consolidated statements of earnings, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated April 29, 1996 we expressed an unqualified opinion on those consolidated financial statements. In our opinion the information set forth in the accompanying condensed consolidated balance sheet as of March 31, 1996 is fairly presented, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

KPMG PEAT MARWICK LLP

New Orleans, Louisiana
July 17, 1996

MANAGEMENT'S DISCUSSION AND ANALYSIS

The company provides services and equipment to the international energy industry through its marine and compression divisions. Company revenues, net earnings and cash flows from operations are dependent upon activity levels of the marine vessel fleet and the natural gas compression rental fleet. Activity levels for the marine vessel fleet and the natural gas compression rental fleet are ultimately dependent upon oil and natural gas prices which, in turn, are determined by the supply/demand relationship for oil and natural gas. The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and related disclosures.

MARINE DIVISION

The Marine division provides a diverse range of services and equipment to the offshore oil and gas industry. Fleet size, utilization and vessel day rates primarily determine the amount of revenues and operating profit because operating costs and depreciation do not change proportionally with changes in revenues. Operating costs principally consist of crew costs, repair and maintenance, insurance, fuel, lube and supplies. Fleet size and utilization are the major factors which affect crew costs. The timing and amount of repair and maintenance costs are influenced by vessel age and scheduled drydockings to satisfy safety and inspection requirements mandated by regulatory agencies. Whenever possible, vessel drydockings are done during seasonally slow periods to minimize any impact on vessel operations and are only done if economically justified given the vessel's age, and physical condition. The following tables compare revenues, operating expenses (excluding general and administrative expense and depreciation expense) and operating margins of the Marine division and provide a breakdown of Marine operating profit for the quarters ended June 30, 1996 and 1995 and March 31, 1996.

	(In thousands)		
	June		March
	1996	1995	1996
Revenues:			
Owned and chartered vessels:			
United States	$ 68,196	56,454	62,868
International	70,353	63,464	68,403
	138,549	119,918	131,271
Brokered vessels, shipyard sales and other	8,090	8,136	4,260
	146,639	128,054	135,531
Expenses:			
Owned and chartered vessels:			
Crew costs	37,884	34,524	36,849
Repair and maintenance	26,658	22,199	23,778
Insurance	7,931	8,143	8,881
Fuel, lube and supplies	7,181	5,771	6,262
Other	4,787	4,722	5,658
	84,441	75,359	81,428
Brokered vessels, shipyard sales and other	6,775	6,625	3,400
	91,216	81,984	84,828
Operating margins	$ 55,423	46,070	50,703
For owned and chartered vessels:			
Operating margins as a percent of revenues	39.1%	37.2%	38.0%
Percentage rise in operating costs compared to same period of prior fiscal year	12.1%	8.0%	14.0%
Marine operating profit:			
Owned and chartered vessels:			
United States	$ 15,862	8,513	12,380
International	16,349	12,823	14,496
	32,211	21,336	26,876
Gains from asset sales	716	3,115	625
Brokered vessels, shipyard sales and other	1,118	1,356	629
	$ 34,045	25,807	28,130

Current quarter operating margins rose above fiscal 1996 first and fourth quarter levels as a result of higher fleet utilization and higher average vessel day rates for supply and towing-supply vessels working in the U.S. Gulf of Mexico. Higher crew and repair and maintenance costs partially offset the growth in operating margins. Higher utilization of the domestic-based vessel fleet is the result of increased demand for offshore marine services due to increased natural gas drilling and exploration activity in the U.S. Gulf of Mexico. Significantly higher average vessel day rates for supply and towing-supply vessels working in the U.S. Gulf of Mexico resulted from a much more favorable supply/demand relationship for offshore marine services.

Higher crew costs are the result of increased fleet activity and higher repair and maintenance costs are the result of a greater number of vessel drydockings.

Marine fleet utilization is determined primarily by market conditions and to a lesser extent by drydocking requirements. Utilization of the domestic-based vessel fleet is primarily influenced by offshore activity related to the exploration and production of natural gas in the U.S. Gulf of Mexico, whereas, utilization of the international-based vessel fleet is primarily influenced by offshore activity related to the exploration and production of oil.

Marine vessel day rates are determined by the demand created through the level of offshore exploration, development and production spending by energy exploration and production companies relative to the supply of offshore service vessels. Suitability of equipment and the degree of service provided also influence vessel day rates.

The following two tables compare day-based Marine fleet utilization percentages and average day rates by vessel class and in total for the quarters ended June 30, 1996 and 1995 and for the quarter ended March 31, 1996:

	June		March
	1996	1995	1996
UTILIZATION:			
Domestic-based fleet (in U.S. waters):			
Towing-supply/supply	91.3%	86.8	91.1
Crew/utility	90.9	81.7	80.1
Offshore tugs	62.4	47.9	58.4
Other	48.8	44.9	43.3
Total	83.6%	77.0	81.0
International-based fleet (not in U.S. waters):			
Towing-supply/supply	87.5%	86.7	85.3
Crew/utility	90.5	86.6	86.6
Offshore tugs	75.4	72.2	76.1
Safety/standby	84.4	---	---
Other	76.2	37.3	77.5
Total	84.0%	76.1	82.6
Worldwide fleet:			
Towing-supply/supply	89.2%	86.8	87.9
Crew/utility	90.7	83.6	82.8
Offshore tugs	69.7	60.6	69.0
Safety/standby	84.4	---	---
Other	69.7	38.9	69.9
Total	83.8%	76.5	81.9

	June 1996	June 1995	March 1996
AVERAGE VESSEL DAY RATES:			
Domestic-based fleet (in U.S. waters):			
Towing-supply/supply	$4,278	3,351	3,880
Crew/utility	1,424	1,343	1,357
Offshore tugs	4,994	5,220	5,162
Other	3,158	3,118	2,762
Total	$3,773	3,115	3,492
International-based fleet (not in U.S. waters):			
Towing-supply/supply	$3,695	3,644	3,713
Crew/utility	1,728	1,884	1,712
Offshore tugs	2,708	2,635	2,906
Safety/standby	5,194	---	---
Other	719	726	631
Total	$2,939	3,025	2,895
Worldwide fleet:			
Towing-supply/supply	$3,965	3,507	3,791
Crew/utility	1,562	1,567	1,514
Offshore tugs	3,602	3,609	3,674
Safety/standby	5,194	---	---
Other	1,123	1,298	923
Total	$3,298	3,067	3,153

Fluctuation of average vessel day rates for the international-based fleet for the periods shown above is the result of the mix of vessels working.

Additional investment in the vessel fleet for the current quarter totaled $9.3 million. At the end of the quarter two offshore tugs were purchased for $4.7 million with the remaining amount being used for additions and/or modifications to the existing vessel fleet. During the current quarter the remaining 50.1% equity interest in 22 of 29 vessels being operated previously through joint-venture companies in the North Sea was acquired and increased the size of the international-based fleet. In prior periods these vessels were classified as joint-venture owned. The average size of the domestic-based fleet fell from June 1995 to June 1996 as a result of the sale of vessels and the return of vessels to their owners which were previously leased. During the current quarter several vessels were withdrawn from active fleet service due to age and anticipated high repair and maintenance costs. The following table compares the average number of vessels by class and geographic distribution for the quarters ended June 30, 1996 and 1995 and for the quarter ended March 31, 1996:

	Average Number of Vessels During Quarter Ended June 30, 1996	June 30, 1995	March 31, 1996
Domestic-based fleet:			
Towing-supply/supply	139	150	143
Crew/utility	43	52	49
Offshore tugs	41	44	39
Other	15	13	14
Total	238	259	245
International-based fleet:			
Towing-supply/supply	169	170	173
Crew/utility	35	34	36
Offshore tugs	53	48	57
Safety/standby	9	---	---
Other	47	51	48
Total	313	303	314
Owned or chartered vessels included in marine revenues	551	562	559
Vessels withdrawn from active service	24	18	15
Joint-venture owned vessels	66	76	76
Total	641	656	650
Worldwide fleet:			
Towing-supply/supply	351	358	355
Crew/utility	91	95	93
Offshore tugs	100	95	98
Safety/standby	24	29	29
Other	75	79	75
Total	641	656	650

COMPRESSION DIVISION

The Compression division provides natural gas compression services and equipment for a variety of applications primarily in the energy industry. Rental revenues are determined, for the most part, by utilization and fleet size. Utilization is affected by natural gas storage levels and by the number and age of producing oil and natural gas wells which, in turn, are dependent upon the price levels of oil and natural gas. Quality of service, availability and rental rates for equipment are also major factors which affect utilization. Operating expenses are generally consistent from period-to- period and usually vary in the short-term due to fluctuations in the amount of repair and maintenance expense. Long- term growth in operating expenses will occur primarily as a result of increased fleet size and general inflationary factors.

Compression division operating profit is primarily determined by operating margins from rental gas compression operations.

The following tables compare revenues, operating expenses (excluding general and administrative expense and depreciation expense), operating margins and related statistics for gas compression operations for the quarters ended June 30, 1996 and 1995 and for the quarter ended March 31, 1996.

(In thousands, except statistics)	June 1996	June 1995	March 1996
Revenues:			
Rentals	$17,802	18,492	18,324
Repair, service and other	1,298	1,572	971
	19,100	20,064	19,295
Expenses:			
Wages and benefits	2,919	3,053	2,992
Repairs and maintenance	3,240	3,285	3,762
Other	2,003	2,048	2,089
	8,162	8,386	8,843
Operating margins	$10,938	11,678	10,452
Operating margins as a percent of revenues	57.3%	58.2%	54.2%
Horsepower based statistics:			
Utilization	75.5%	72.3%	75.1%
Average monthly rental rate	$ 16.58	17.92	16.80
Average fleet size	472,108	475,757	470,030

Compared to the corresponding quarter of fiscal 1996, fiscal 1997 first quarter operating margins were negatively affected due to a drop in rental revenues. Rental revenues for the current quarter fell below the fiscal 1996 first quarter because greater market competition forced down rental rates which offset the positive effect of higher utilization. Operating margins for the current quarter were higher than the prior quarter due to lower repair and maintenance expense. Fiscal 1996 fourth quarter repair and maintenance expense included costs related to the preparation of equipment for new jobs.

The Compression division also designs, fabricates and installs engineered compressor systems and sells, primarily to its customers, related parts and equipment. The following table compares revenues, costs of sales and sales margins for equipment and parts sales for the quarters ended June 30, 1996 and 1995 and for the quarter ended March 31, 1996.

(In thousands)	June 1996	June 1995	March 1996
Revenues	$10,155	6,975	6,341
Costs of sales	8,726	5,521	5,090
Gross profit margins	$ 1,429	1,454	1,251
Gross profit margins as a percent of revenues	14.1%	20.8%	19.7%

Fluctuations in the level of equipment and parts sales for the periods presented are due to the timing of sales of engineered products. Fluctuations in gross profit margin percentages are the result of competitive market forces. Costs of sales consist primarily of wages and benefits and material costs associated with the design, fabrication and installation of packaged compressor systems.

During the current quarter the Compression division disposed of all of its air rental equipment which generated proceeds of $3.5 million and resulted in a gain of $.5 million. Revenues from the rental of air equipment for the quarter ended June 30, 1996 were $.7 million. Additional investment in the natural gas compression rental fleet during the current quarter was $3.5 million and was primarily for modifications of existing equipment to meet customer requirements.

CORPORATE

On May 31, 1996 the company acquired for $12.4 million cash the remaining 50.1% equity interest in 22 of 29 safety/standby vessels previously owned and operated by joint-venture companies in the North Sea. The acquisition was accounted for by the purchase method, and accordingly the fair value of the assets acquired and liabilities assumed and results of operations have been included in the condensed consolidated financial statements effective June 1, 1996.

Financing activities for the quarter ended June 30, 1996 consumed less cash than for the corresponding quarter of fiscal 1996 due to lower principal payments on long-term debt. Current quarter payments on long-term debt were primarily for the repayment, prior to maturity, of outstanding bank debts assumed in connection with the purchase of the remaining equity in the joint-venture companies in the North Sea. Lower interest expense in the current quarter compared to fiscal 1996's first quarter is due to the fiscal 1996 fourth quarter prepayments of debt assumed in connection with the fiscal 1996 fourth quarter merger with Hornbeck Offshore Services Inc.

General and administrative expenses for the quarters ended June 30, 1996 and 1995 and for the quarter ended March 31, 1996 consist of the following components:

	(In thousands)		
	June		March
	1996	1995	1996
Personnel	$ 8,801	8,480	9,298
Office and property	2,641	2,365	2,638
Sales and marketing	933	852	937
Professional services	1,268	1,071	1,362
Other	1,432	1,746	1,361
	$15,075	14,514	15,596

INFLATION AND CURRENCY FLUCTUATIONS

Because of its significant foreign operations, the company is exposed to currency fluctuations and exchange risks. To minimize the financial impact of these items the company attempts to contract a majority of its services in United States dollars.

Day-to-day operating costs are generally affected by inflation. However, because the energy services industry requires specialized goods and services, general economic inflationary trends may not affect the company's operating costs. The major impact on operating costs is the level of offshore exploration and development spending by energy exploration and production companies. As this spending increases, prices of goods and services used by the oil and gas industry and the energy services industry will increase. Future improvements in vessel day rates and compressor rental rates may buffer the company from the inflationary effects on operating costs.

ENVIRONMENTAL MATTERS

During the ordinary course of business the company's operations are subject to a wide variety of environmental laws and regulations. The company attempts to comply with these laws and regulations in order to avoid costly accidents and any related environmental damage.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

A. At page 18 of this report is the index for those exhibits required to be filed as a part of this report.

B. The Company did not file any reports on Form 8-K during the quarter for which this report is filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TIDEWATER INC.

(Registrant)

Date: July 23, 1996

/s/ William C. O'Malley

William C. O'Malley
Chairman of the Board, President
and Chief Executive Officer

Date: July 23, 1996

/s/ Ken C. Tamblyn

Ken C. Tamblyn
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	
11	Statement - Computation of Per Share Earnings
27	Financial Data Schedule

EXHIBIT 11

TIDEWATER INC.
COMPUTATION OF EARNINGS AND SHARES USED IN ARRIVING
AT PRIMARY AND FULLY-DILUTED EARNINGS PER SHARE FOR
THE QUARTER ENDED JUNE 30, 1996

	Quarter Ended June 30, 1996
Net earnings (in thousands)	$ 24,370
Computation of weighted average number of common shares outstanding:	
Issued: 61,998,233 shares	
Weighted average common shares outstanding	61,944,866
Plus: Incremental shares applicable to stock options	716,081
Weighted average common shares & equivalents	62,660,947
Primary and fully diluted earnings per common share	$ .39

5
1,000

3-MOS
MAR-31-1997
APR-01-1996
JUN-30-1996
33,970
0
176,214
8,312
31,581
237,822
1,620,482
914,691
1,034,639
123,966
0
6,200
0
0
751,347
1,034,639
175,894
175,894
143,196
143,196
0
0
413
35,838
11,468
11,468
0
0
0
24,370
.39
.39