

HERCULES OFFSHORE, INC.
Form 4
November 03, 2005

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rodney Don P

2. Issuer Name and Ticker or Trading Symbol
HERCULES OFFSHORE, INC.
[HERO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11 GREENWAY PLAZA, SUITE
2950

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2005

____ Director
 Officer (give title below) _____ Other (specify below)
VP Finance, Hercules Drilling

(Street)
HOUSTON, TX 77046

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Disposed of (A) or (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 (D) Price			
Membership Interests	11/01/2005		J(1)	V 119 D 11 0		D	
Common Stock, par value \$0.01 per share	11/01/2005		J(1)	V 41,650 A 11 41,650		D	

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

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number.

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option to purchase Membership Interests	\$ 2,000	11/01/2005		J ⁽¹⁾	V		150	<u>(2)</u>	05/04/2015	Membership Interests
Option to purchase Common Stock	\$ 5.71	11/01/2005		J ⁽¹⁾	V		52,500	<u>(2)</u>	05/04/2015	Common Stock, par value \$0.01 per share
Option to purchase Common Stock	\$ 20	11/01/2005		A			20,000	<u>(3)</u>	11/01/2015	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rodney Don P
11 GREENWAY PLAZA, SUITE 2950
HOUSTON, TX 77046

VP Finance,
Hercules
Drilling

Signatures

/s/ Steven A. Manz,
attorney-in-fact

11/03/2005

__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) On November 1, 2005, upon the conversion of Hercules Offshore, LLC from a limited liability company to a corporation named Hercules Offshore, Inc. (the "Company") the membership interests held by the reporting person were converted into shares of common stock, par value \$0.01 per share, of Hercules Offshore, Inc. (the "Common Stock") on the basis of 350 shares of Common Stock per membership interest. In addition, options to purchase membership interests were converted into options to purchase shares of Common Stock based on

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such conversion ratio. Each of these transactions is exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to, without limitation, Rule 16b-7.

- (2) The stock option became immediately exercisable upon consummation of the Company's initial public offering.
- (3) The stock option will become exercisable in four equal amounts on the date of grant and on each of the first three anniversaries of the date of grant.

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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