

Pitre Renee M  
 Form 4  
 October 11, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Pitre Renee M

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/09/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP Finance, Hercules Liftboat

11 GREENWAY PLAZA, SUITE 2950

(Street)

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

HOUSTON, TX 77046

(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 (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 Ownership (Instr. 4) |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |
| Common Stock, par value \$0.01 per share | 10/09/2006                           |  | M                              |   | 376   | A  | \$ 5.71 476                       | D |
| Common Stock, par value \$0.01 per share | 10/09/2006                           |  | S <sup>(1)</sup>               |   | 376   | D  | \$ 32 100                         | D |
| Common Stock, par value \$0.01           | 10/10/2006                           |  | M                              |   | 11,291  | A  | \$ 5.71 11,391                    | D |

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per share

|   |            |                  |     |   |             |        |   |
|---|------------|------------------|-----|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 10/10/2006 | S <sup>(1)</sup> | 206 | D | \$<br>32.04 | 11,185 | D |
|---|------------|------------------|-----|---|-------------|--------|---|

|   |            |                  |     |   |             |        |   |
|---|------------|------------------|-----|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 10/10/2006 | S <sup>(1)</sup> | 100 | D | \$<br>32.02 | 11,085 | D |
|---|------------|------------------|-----|---|-------------|--------|---|

|   |            |                  |        |   |       |     |   |
|---|------------|------------------|--------|---|-------|-----|---|
| Common<br>Stock, par<br>value \$0.01<br>per share | 10/10/2006 | S <sup>(1)</sup> | 10,985 | D | \$ 32 | 100 | D |
|---|------------|------------------|--------|---|-------|-----|---|

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares               |                                     |
|---|--|---|---|--------------------------------------|--|--|---|--|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title  | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 5.71  | 10/09/2006                              |   | M                                    | 376  | <u>(2)</u>   | 05/04/2015  | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 376                                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 5.71  | 10/10/2006                              |   | M                                    | 11,291   | <u>(2)</u>   | 05/04/2015  | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 11,291                              |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                     |       |
|---|---------------|-----------|-------------------------------------|-------|
|   | Director      | 10% Owner | Officer                             | Other |
| Pitre Renee M<br>11 GREENWAY PLAZA, SUITE 2950<br>HOUSTON, TX 77046 |               |           | VP Finance,<br>Hercules<br>Liftboat |       |

## Signatures

By: /s/ James Noe,  
attorney-in-fact

10/11/2006

\_\_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) The sales reported in this Form 4 were made pursuant to a trading plan adopted by the reporting person in accordance with Rule 10b5-1.
- (2) The stock option became immediately exercisable upon consummation of the Company's initial public offering.

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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