

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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**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 \*  
STILLEY RANDALL D

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)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

11 GREENWAY PLAZA, SUITE 2950

11/01/2005

CEO and President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

HOUSTON, TX 77046

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 (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                                         |                                                                                               |                                                          |                                   |
| Membership Interest                      | 11/01/2005                           |                                                    | J <sup>(1)</sup>               | V 596 D                                                           | 0                                                                                             | D                                                        |                                   |
| Common Stock, par value \$0.01 per share | 11/01/2005                           |                                                    | J <sup>(1)</sup>               | V 208,600 A                                                       | 208,600                                                                                       | D                                                        |                                   |
| Common Stock, par value \$0.01 per share | 11/01/2005                           |                                                    | P                              | 10,000 A \$ 20                                                    | 218,600                                                                                       | D                                                        |                                   |

|                                                   |            |   |     |   |       |         |   |                                                    |
|---------------------------------------------------|------------|---|-----|---|-------|---------|---|----------------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 11/01/2005 | P | 800 | A | \$ 20 | 219,400 | I | Shares<br>owned by<br>Mr.<br>Stilley's<br>children |
|---------------------------------------------------|------------|---|-----|---|-------|---------|---|----------------------------------------------------|

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

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(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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Am<br>Underlying Sec<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                              | Date<br>Exercisable<br>Expiration<br>Date                      | Title                                                 |
| Option to<br>purchase<br>Membership<br>Interests    | \$ 1,000                                                              | 11/01/2005                              |                                                             | J <sup>(1)</sup>                        | V 1,500                                                                                                | <sup>(2)</sup> 11/17/2014                                      | Membership<br>Interests                               |
| Option to<br>purchase<br>Common<br>Stock            | \$ 2.86                                                               | 11/01/2005                              |                                                             | J <sup>(1)</sup>                        | V 525,000                                                                                              | <sup>(2)</sup> 11/17/2014                                      | Common<br>Stock, par<br>value \$0.01<br>per share     |
| Option to<br>purchase<br>Common<br>Stock            | \$ 20                                                                 | 11/01/2005                              |                                                             | A                                       | 380,000                                                                                                | <sup>(3)</sup> 11/01/2015                                      | Common<br>Stock, par<br>value \$0.01<br>per share     |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                   |       |
|-------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                         | Director      | 10% Owner | Officer           | Other |
| STILLEY RANDALL D<br>11 GREENWAY PLAZA, SUITE 2950<br>HOUSTON, TX 77046 | X             |           | CEO and President |       |

## 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).

- 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 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.
- (1) The stock option became exercisable upon consummation of the Company's initial public offering.
  - (2) 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.
  - (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.