TRANSOCEAN INC
Form S-8
December 13, 2005

As filed with the Securities and Exchange Commission on December 13, 2005
Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

Transocean Inc.
(Exact name of registrant as specified in its charter)

Cayman Islands	**66-0582307**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
4 Greenway Plaza **Houston, Texas**	**77046**
(Address of Principal Executive Offices)	(Zip Code)

Employee Stock Purchase Plan
(Full title of the plan)

Eric B. Brown, Esq.
Transocean Inc.
4 Greenway Plaza
Houston, Texas 77046
(Name and address of agent for service)
(713) 232-7500
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	**Amount to be registered**	**Proposed maximum offering price per share (1)**	**Proposed maximum aggregate offering price (1)**	**Amount of registration fee**
Ordinary Shares, par value $0.01 per share	1,000,000	$ 68.13	$ 68,130,000	$ 7,289.91

(1) Estimated pursuant to Rules 457(c) and (h) solely for the purpose of computing the registration fee and based upon the average of the high and low sales prices of the ordinary shares reported on the New York Stock Exchange Composite Tape on December 8, 2005

This Registration Statement is being filed by Transocean Inc. pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-8 (Registration No. 333-94551) filed with the Securities and Exchange Commission (SEC) on January 12, 2000 are incorporated herein by reference.

ITEM 8. EXHIBITS.

4.1*	Amended and Restated Employee Stock Purchase Plan of Transocean Inc., as amended and restated effective May 12, 2005 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed May 12, 2005)
5.1	Opinion of Walkers, regarding the legality of securities to be issued by Transocean Inc.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Walkers (contained in Exhibit 5.1)
24.1	Powers of Attorney

* Incorporated herein by reference as indicated.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on December 12, 2005.

TRANSOCEAN INC.

By: /s/ Robert L. Long
Robert L. Long
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on December 12, 2005.

Signature	Title
/s/ Robert L. Long Robert L. Long	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Gregory L. Cauthen Gregory L. Cauthen	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ David A. Tonnel David A. Tonnel	Vice President and Controller (Principal Accounting Officer)
* J. Michael Talbert	Chairman of the Board of Directors
* Victor E. Grijalva	Director
* Judy J. Kelly	Director
* Arthur Lindenauer	Director
* Martin B. McNamara	Director

*	Director
Roberto Monti	
*	Director
Richard A. Pattarozzi	
*	Director
Kristian Siem	
*	Director
Robert M. Sprague	
*	Director
Ian C. Strachan	

* By: /s/ William E. Turcotte

William E. Turcotte
(Attorney-in-Fact)

EXHIBIT INDEX

Exhibit No.	Description
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