

HERCULES OFFSHORE, INC.

Form 4

July 13, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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
HAMILTON THOMAS 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)

11 GREENWAY PLAZA, SUITE 2950

(Street)

HOUSTON, TX 77046

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
07/11/2007

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

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table with 7 columns: 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) (Amount, Price), 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). Rows include Common Stock, par value \$0.01 per share.

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

Edgar Filing: HERCULES OFFSHORE, INC. - Form 4

Received in exchange for 4,105 deferred stock units under TODCO's Long Term Incentive Plan. Each TODCO deferred stock unit was settled pursuant to the Merger for \$20.14 in cash and 0.8540 shares of Hercules common stock, plus cash in lieu of fractional shares.

- (3) Received in the Merger in exchange for a fully vested stock option to acquire 5,000 shares of TODCO common stock for an exercise price of \$13.78 per share, assumed by Hercules in the Merger as a fully vested stock option to acquire 7,308 shares of Hercules common stock for an exercise price of \$9.43 per share.

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.