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Butz Stepher Form 4											
March 08, 20	_								OMB A	PPROVAL	
FORM 4 UNITED STATES SE				ECURITIES AND EXCHANGE COMM Washington, D.C. 20549						3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont	^{ger} STATI 6. ^{or} Filed p	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							Expires: January 31 2005 Estimated average burden hours per response 0.5		
See Instru 1(b).	uction	30(h)) of the In	vestment	Company	y Act	of 194	-0			
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Butz Stephen M			2. Issuer Name and Ticker or Trading Symbol HERCULES OFFSHORE, INC. [HERO]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) ULES OFFSHO EENWAY PLA)		3. Date of (Month/D 03/06/20	-	ansaction			Director X Officer (give below) E		o Owner er (specify	
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
HOUSTON	, TX 77046							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
		h/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		3.4. Securities AcquiredTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, Par Value \$0.01 Per	03/06/2013			Code V F	Amount 13,132 (1)	(A) or (D) D	Price \$ 6.77	Transaction(s) (Instr. 3 and 4) 264,499	D		
Share											

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. Transactic Code (Instr. 8)	5. 6. Date Exercisable and onNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Under Securi	tle and unt of erlying rities r. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
Repo	rting C	wners		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Butz Stephen M C/O HERCULES OFFSHORE, INC. 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046			EVP & CFO					
Signatures								
/s/ Beau M. Thompson, attorney-in-fact	03/0	08/2013						
**Signature of Reporting Person	Γ	Date						
Evaluation of Responses:								

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).

The reporting person disposed of these shares directly to the issuer upon the vesting of previously awarded restricted stock. The purpose(1) of the disposition was to enable the reporting person to satisfy tax withholding obligations that arose upon such vesting, which will be paid by the issuer to the Internal Revenue Service in cash.

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.