HERCULES OFFSHORE, INC.

Form 4 March 04, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 obligations

may continue. See Instruction 1(b).

(Print or Type Responses)

Rynd John T

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

> 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer Symbol

HERCULES OFFSHORE, INC. [HERO]

X Director (First) (Last) (Middle) 3. Date of Earliest Transaction 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below)

9 GREENWAY PLAZA, SUITE 2200

1. Name and Address of Reporting Person *

(Street) 4. If Amendment, Date Original

02/28/2014

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

CEO & President

Estimated average

burden hours per

HOUSTON, TX 77046

110 00 1 01 1, 111 1 1 0 10							Person			
	(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securit Transaction(A) or Dis Code (Instr. 3, 4 (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
	Common Stock, Par Value \$0.01 Per Share	02/28/2014		F	11,942 (1)	D	\$ 4.76	1,028,010	D	
	Common Stock, Par Value \$0.01 Per Share	02/28/2014		F	15,470 (1)	D	\$ 4.76	1,012,540	D	
		02/28/2014		F		D		1,003,644	D	

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 Common
 8,896
 \$

 Stock, Par
 (1)
 4.76

 Value
 \$0.01 Per

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

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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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D	ate	7. Titl	int of	8. Price of Derivative	9. Nu Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Own
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)				(Instr		
						(Instr. 3,						
						4, and 5)						
										Amount		
										Amount		
							Date	Expiration	Title	Or		
							Exercisable	Date	Title	Number		
					α 1 α	(A) (D)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rynd John T 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046	X		CEO & President				

Signatures

Share

/s/ Beau M. Thompson, attorney-in-fact 03/04/2014

**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 reporting person disposed of these shares directly to the issuer upon the vesting of previously awarded restricted stock. The purpose of the disposition was to enable the reporting person to satisfy tax withholding obligations that arose upon such vesting, which will be

Reporting Owners 2

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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.