

TRANSOCEAN INC
Form 4
November 29, 2007

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 *
MARSHALL JON A

(Last) (First) (Middle)
4 GREENWAY PLAZA
(Street)

HOUSTON, TX 77046

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRANSOCEAN INC [RIG]

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

| 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 | |
| Ordinary Shares | 11/27/2007 | | A | | 114,477 | A | 114,477 | D |
| Ordinary Shares | 11/27/2007 | | F | | 15,156 | D | 99,321 | D |
| Ordinary Shares | 11/27/2007 | | A | | 2,644 | D | 2,644 | I |
| | | | | | | | | 401(k) Plan |

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option | \$ 38.84 (2) | 11/27/2007 | | A | 127,359 | 11/27/2007(2) | 01/02/2014 | Ordinary Shares |
| Stock Option | \$ 39.3 (2) | 11/27/2007 | | A | 2,544 | 11/27/2007(2) | 01/21/2013 | Ordinary Shares |
| Stock Option | \$ 46.88 (2) | 11/27/2007 | | A | 55,719 | 11/27/2007(2) | 03/04/2012 | Ordinary Shares |
| Stock Option | \$ 58.86 | 11/27/2007 | | A | 36,933 | 11/27/2007(2) | 02/28/2015 | Ordinary Shares |
| Stock Option | \$ 58.89 (2) | 11/27/2007 | | A | 21,173 | 11/27/2007(2) | 02/10/2008 | Ordinary Shares |
| Stock Option | \$ 59.77 (2) | 11/27/2007 | | A | 21,173 | 11/27/2007(2) | 05/05/2008 | Ordinary Shares |
| Stock Option | \$ 69.56 (2) | 11/27/2007 | | A | 59,286 | 11/27/2007(2) | 02/27/2011 | Ordinary Shares |
| Stock Appreciation Rights | \$ 77.74 (3) | 11/27/2007 | | A | 76,670 | 11/27/2007(3) | 01/03/2016 | Ordinary Shares |
| Stock Appreciation Rights | \$ 96.17 (3) | 11/27/2007 | | A | 82,784 | 11/27/2007(3) | 12/07/2016 | Ordinary Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARSHALL JON A 4 GREENWAY PLAZA HOUSTON, TX 77046 | X | | President & COO | |

Signatures

Chipman Earle, by power of
attorney

11/29/2007

__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).

Pursuant to the Agreement and Plan of Merger dated July 21, 2007 (the "Merger Agreement") among Transocean Inc., Transocean Worldwide Inc. and GlobalSantaFe Corporation ("GlobalSantaFe"), at the effective time of the merger contemplated by the Merger

(1) Agreement, each outstanding ordinary share, par value \$0.01 per share, of GlobalSantaFe was converted into the right to receive 0.4757 ordinary shares of Transocean, having a market value of \$129.39 per share as of the close of trading on the trading day immediately preceding the effective time of the merger, and \$22.46 in cash.

Pursuant to the Merger Agreement, at the effective time of the merger, each outstanding option to purchase GlobalSantaFe ordinary shares was assumed by Transocean and became fully vested and exercisable for a number of Transocean ordinary shares equal to the

(2) number of GlobalSantaFe ordinary shares for which such option was exercisable immediately prior to the merger multiplied by 0.6368 (rounded down to the nearest whole share) with a per share exercise price equal to the exercise price of the option immediately prior to the merger divided by 0.6368 (rounded up to the nearest whole cent).

Pursuant to the Merger Agreement, at the effective time of the merger, each outstanding GlobalSantaFe stock-settled appreciation right ("SAR") was assumed by Transocean and became fully vested and exercisable for a number of Transocean ordinary shares equal to the

(3) number of GlobalSantaFe ordinary shares for which such SAR was exercisable immediately prior to the merger multiplied by 0.6368 (rounded down to the nearest whole share) with a per share exercise price equal to the exercise price of the SAR immediately prior to the merger divided by 0.6368 (rounded up to the nearest whole cent).

(4) Shares automatically withheld upon vesting to satisfy tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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