HERCULES OFFSHORE, INC.

Form 4

March 10, 2014

# FORM 4

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

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

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

may continue. See Instruction

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \* Rynd John T

2. Issuer Name and Ticker or Trading

Symbol

HERCULES OFFSHORE, INC.

[HERO]

3. Date of Earliest Transaction

(Month/Day/Year)

03/06/2014

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

below)

(Check all applicable)

10% Owner

Other (specify

9 GREENWAY PLAZA, SUITE 2200

(First)

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

CEO & President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Director

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person \_ Form filed by More than One Reporting

HOUSTON, TX 77046

1100510N, 1X 770 <del>1</del> 0							Person		
(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed o	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. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$0.01 Per Share	03/06/2014		F	9,582 (1)	D	\$ 4.82	994,062	D	
Common Stock, Par Value \$0.01 Per Share	03/06/2014		F	10,975 (1)	D	\$ 4.82	983,087	D	
	03/06/2014		F		D		970,079	D	

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 Common
 13,008
 \$

 Stock, Par
 (1)
 4.82

 Value
 \$0.01 Per

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	ate	Amou Under Secur	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

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

## **Signatures**

Share

/s/ Beau M. Thompson, attorney-in-fact 03/10/2014

\*\*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.