

HARP JAMES O JR
Form 4
February 20, 2008

FORM 4

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

OMB APPROVAL

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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 *
HARP JAMES O JR

2. Issuer Name and Ticker or Trading Symbol
HORNBECK OFFSHORE SERVICES INC /LA [HOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
103 NORTH PARK BOULEVARD,
SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

(Street)
COVINGTON, LA 70433

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

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

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
COMMON STOCK	07/03/2007		A	402 ⁽¹⁾	A \$ 29.827	59,338	D
COMMON STOCK	02/18/2008		A	3,644 ⁽²⁾	A \$ 0	62,982	D
COMMON STOCK	02/18/2008		A	13,818 ⁽³⁾	A \$ 0	76,800	D
COMMON STOCK	02/18/2008		A	27,636 ^{(4) (5)}	A \$ 0	104,436	D
COMMON STOCK						12,784	I By IRA

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARP JAMES O JR
103 NORTH PARK BOULEVARD, SUITE 300
COVINGTON, LA 70433

Executive Vice President & CFO

Signatures

/s/ Paul M. Ordogne, as poa for James O. Harp, Jr.

02/20/2008

__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) Acquired through the Company's Employee Stock Purchase Plan (ESPP).
- (2) Represents a restricted stock unit award granted to the reporting person for service as an executive officer of the Company, which will vest in full on February 18, 2009.
- (3) Represents a restricted stock unit award granted to the reporting person for service as an executive officer of the Company, which will vest in full on February 18, 2011.
- (4) Restricted stock unit award consisting of a base and a bonus amount of shares, each representing 50% of the total award. The bonus amount constitutes an incremental number of shares that, when added to the base shares, equals the maximum number of shares of restricted stock that the reporting person may receive based on the relative stock price performance of the Company and certain of its

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public peers for the 3-year period ending 2/18/2011.

The actual amount of shares that will finally be received by the reporting person will be calculated as a percentage of the base shares amount as follows: (1) Top 20% = 200% of base shares; (2) Top 33-1/3%=between 150% and 200% of base shares; (3) Top 50% = (5) between 100% and 150% of base shares; (4) Top 66-2/3% = between 50% and 100% of base shares; and (5) Bottom 33-1/3% = no shares. Within categories (2), (3) and (4), the appropriate bonus and forfeiture factors related to the base shares amount will be interpolated on a straight-line basis between the two performance percentages.

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.