

Cook John S
Form 4
February 16, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Cook John S

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice President & CIO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------------------|---|--|---|
| | | | | (A) or (D) | Amount or Price | | | |
| COMMON STOCK | 02/14/2012 | | A | V | 9,827 <u>(1)</u> | \$ 0 74,406 | D | |
| COMMON STOCK | 02/14/2012 | | A | V | 4,211 <u>(2)</u> | \$ 0 78,617 | D | |
| COMMON STOCK | | | | | | 50 | I | By UGMA custodian for children |

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 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| PHANTOM RSU, CASH-ONLY RIGHTS | (3) | 02/14/2012 | | A | 10,000 (3) | 02/14/2015 02/14/2015 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cook John S 103 NORTH PARK BOULEVARD, SUITE 300 COVINGTON, LA 70433 | | | Senior Vice President & CIO | |

Signatures

/s/ Paul M. Ordogne, as poa for John S. Cook
02/16/2012
**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) These time-vest restricted stock unit awards will vest in three equal annual installments on the 1st, 2nd and 3rd anniversaries of the Grant Date.
- (2) These performance-vest restricted stock unit awards can vest in whole or in part on the 3rd, 4th, and/or 5th anniversaries of the Grant Date based upon the Company achieving certain levels of specified performance objectives.
- (3) These time-vest phantom restricted stock unit awards will vest in whole on the third anniversary of the Grant Date, each is the economic equivalent of one share of Common Stock, and the phantom shares are payable only in cash based on the market price of the Company's stock on that date.

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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