

CAUTHEN GREGORY L
Form 4
December 13, 2007

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 *
CAUTHEN GREGORY L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP and CFO

(Street)
HOUSTON, TX 77046

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Ordinary Shares	12/11/2007		M ⁽¹⁾	11,609 A \$ 29.95	31,973 ⁽²⁾	D	
Ordinary Shares	12/11/2007		S ⁽¹⁾	11,609 D \$ 138.7501 ⁽³⁾	20,364	D	
Ordinary Shares	12/11/2007		M ⁽¹⁾	10,970 A \$ 59.99	31,334	D	
Ordinary Shares	12/11/2007		S ⁽¹⁾	10,970 D \$ 138.7392 ⁽⁴⁾	20,364	D	
	12/11/2007		M ⁽¹⁾	24,914 A \$ 83.7	45,278	D	

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Ordinary Shares

Ordinary Shares	12/11/2007		<u>S</u> ⁽¹⁾	24,914	D	\$ 138.7392	20,364	D
						<u>(4)</u>		

Ordinary Shares	12/11/2007		<u>S</u> ⁽¹⁾	5,000	D	\$ 138.49	15,364	D
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Ordinary Shares						575		I	By Issuer Employee Stock Purchase Plan
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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.

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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 29.95	12/11/2007		<u>M</u> ⁽¹⁾	11,609	<u>(5)</u>	07/07/2014	Ordinary Shares	11,609
Stock Options	\$ 59.99	12/11/2007		<u>M</u> ⁽¹⁾	10,970	<u>(5)</u>	07/12/2015	Ordinary Shares	10,970
Stock Options	\$ 83.7	12/11/2007		<u>M</u> ⁽¹⁾	24,914	<u>(5)</u>	07/12/2016	Ordinary Shares	24,914

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAUTHEN GREGORY L 4 GREENWAY PLAZA			Sr. VP and CFO	

HOUSTON, TX 77046

Signatures

Chipman Earle by Power of
Attorney

12/13/2007

__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).
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
The number of shares directly beneficially owned following the reported transactions from November 27, 2007 was incorrectly reported
- (2) due to a rounding error on the reporting person's Form 4 filed on November 29, 2007, the reporting person directly beneficially owned 20,364 ordinary shares, not 20,365 ordinary shares.
- (3) Represents the weighted average price of shares sold on December 11, 2007 pursuant to a Rule 10b5-1 trading plan as indicated in Note 1, at prices that range from \$138.15 per share to \$139.25 per share.
- (4) Represents the weighted average price of shares sold on December 11, 2007 pursuant to a Rule 10b5-1 trading plan as indicated in Note 1, at prices that range from \$138.47 per share to \$139.27 per share.
- (5) The options are fully vested and exercisable.

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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