

HERCULES OFFSHORE, INC.
Form 4
July 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 *
HAMILTON THOMAS M

2. Issuer Name and Ticker or Trading Symbol
HERCULES OFFSHORE, INC.
[HERO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/11/2007

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

11 GREENWAY PLAZA, SUITE 2950

(Street)

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

HOUSTON, TX 77046

(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) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 07/11/2007 | | J ⁽¹⁾ | 1,461 | A | \$ 33.54 | 1,461 | D |
| Common Stock, par value \$0.01 per share | 07/11/2007 | | J ⁽²⁾ | 3,505 | A | \$ 33.54 | 4,966 | D |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 9.43 | 07/11/2007 | | J ⁽³⁾ | 7,308 | 05/11/2007 05/11/2014 | Common Stock, par value \$0.01 per share | 7,308 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAMILTON THOMAS M 11 GREENWAY PLAZA, SUITE 2950 HOUSTON, TX 77046 | X | | | |

Signatures

By: /s/ James W. Noe, attorney-in-fact 07/13/2007

__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).

Received in exchange for 1,000 shares of common stock of TODCO in connection with the Amended and Restated Agreement and Plan of Merger by and among Hercules Offshore, Inc., THE Hercules Offshore Drilling Company LLC, and TODCO (the "Merger"). On the effective date of the Merger, the closing price of TODCO common stock was \$48.55 per share, and the closing price of Hercules common stock was \$33.54. These shares of TODCO common stock were treated as stock election shares, and each share was converted into 1.4616 shares of Hercules common stock in the Merger.

(2)

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Received in exchange for 4,105 deferred stock units under TODCO's Long Term Incentive Plan. Each TODCO deferred stock unit was settled pursuant to the Merger for \$20.14 in cash and 0.8540 shares of Hercules common stock, plus cash in lieu of fractional shares.

- (3) Received in the Merger in exchange for a fully vested stock option to acquire 5,000 shares of TODCO common stock for an exercise price of \$13.78 per share, assumed by Hercules in the Merger as a fully vested stock option to acquire 7,308 shares of Hercules common stock for an exercise price of \$9.43 per share.

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.