## Edgar Filing: HERCULES OFFSHORE, INC. - Form 4

HERCULES Form 4 July 20, 2007	OFFSHORE, ING	С.										
<b>FORM</b> Check this if no longe subject to	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 S box er 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 20(b) of the Investment Company Act of 1040								OMB Number: Expires:	PPROVAL 3235-0287 January 31 2005 average		
Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).									burden hou response	burden hours per response 0.5		
(Print or Type R	esponses)											
HAMILTON THOMAS M Symbol			Symbol	uer Name <b>and</b> Ticker or Trading l CULES OFFSHORE, INC.				5. Relationship of Reporting Person(s) to Issuer				
			[HERO]					(Che	(Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/Da 11 GREENWAY PLAZA, SUITE 07/12/20 2950				-								
	(Street)	endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
HOUSTON, TX 77046									fore than One Reporting			
(City)	(State) (2	Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution D		n Date, if TransactionAcquired (A Code Disposed of Day/Year) (Instr. 8) (Instr. 3, 4 a			d (A) or Securi d of (D) Benefi 4 and 5) Owned Follow Report		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Stock, par value \$0.01 per share	07/12/2007			A <u>(1)</u>	3,000	A	\$0	7,964	D			

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

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
HAMILTON THOMAS M 11 GREENWAY PLAZA, SUITE 2950 HOUSTON, TX 77046	Х						
Signatures							
By: /s/ James W. Noe, attorney-in-fact	07/20/						
**Signature of Reporting Person	Date	e					

## **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) Restricted stock grant issued under the Amended and Restated Hercules Offshore 2004 Long-Term Incentive Plan. The restriction on sale or transferability of these shares will lapse as to 100% of the shares on July 12, 2008.

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.