

CAUTHEN GREGORY L  
Form 4  
January 04, 2006

**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

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

HOUSTON, TX 77046

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Ordinary Shares                 | 01/03/2006                           |  | F <sup>(1)</sup>               |   | 3,255   | D  | Ⓐ   |
| Ordinary Shares                 | 01/03/2006                           |  | M <sup>(2)</sup>               |   | 8,857   | A  | \$ 21.2   |
| Ordinary Shares                 | 01/03/2006                           |  | S <sup>(2)</sup>               |   | 8,857   | D  | \$ 70.06  |
| Ordinary Shares                 | 01/03/2006                           |  | M <sup>(2)</sup>               |   | 19,659  | A  | \$ 21.2   |
| Ordinary Shares                 | 01/03/2006                           |  | S <sup>(2)</sup>               |   | 19,659  | D  | \$ 70.06  |

|                 |     |   |  |
|-----------------|-----|---|--|
| Ordinary Shares | 808 | I | By Issuer Employee Stock Purchase Plan |
|-----------------|-----|---|--|

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.              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title           | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |                 |                            |
| Stock Options                              | \$ 21.2  | 01/03/2006                           |  | M <sup>(2)</sup>               | 8,857   | (3)  | 07/10/2013  | Ordinary Shares | 8,857                      |
| Stock Options                              | \$ 21.2  | 01/03/2006                           |  | M <sup>(2)</sup>               | 19,659  | (4)  | 07/10/2013  | Ordinary Shares | 19,659                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                             |
|--|---|
|  | Director    10% Owner    Officer    Other |
| CAUTHEN GREGORY L<br>4 GREENWAY PLAZA<br>HOUSTON, TX 77046 | Sr. VP and CFO                            |

## Signatures

|  |            |
|--|------------|
| William E. Turcotte by Power of Attorney | 01/03/2006 |
| **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).

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- (1) Shares automatically withheld upon vesting to satisfy tax withholding obligations.
- (2) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 9, 2005.
- (3) Grant of 26,570 options vest as follows: 8,856 on January 1, 2005; 8,857 on January 1, 2006 and 8,857 on January 1, 2007.
- (4) Grant of 58,978 options vest as follows: 19,659 on April 11, 2005, 19,659 on January 1, 2006 and 19,660 on January 1, 2007.

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.