

HERCULES OFFSHORE, INC.

Form 4

September 07, 2006

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

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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Taylor Leslie K

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)  
11 GREENWAY PLAZA, SUITE  
2950

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/05/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President Human Resources

(Street)  
HOUSTON, TX 77046

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	09/05/2006		M		6,000	A \$ 20	6,000 D
Common Stock	09/05/2006		S <sup>(1)</sup>		100	D \$ 34.36	5,900 D
Common Stock	09/05/2006		S <sup>(1)</sup>		100	D \$ 34.35	5,800 D
Common Stock	09/05/2006		S <sup>(1)</sup>		100	D \$ 34.34	5,700 D
Common Stock	09/05/2006		S <sup>(1)</sup>		400	D \$ 34.33	5,300 D

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Common Stock	09/05/2006	<u>S</u> (1)	100	D	\$ 34.31	5,200	D
Common Stock	09/05/2006	<u>S</u> (1)	100	D	\$ 34.29	5,100	D
Common Stock	09/05/2006	<u>S</u> (1)	100	D	\$ 34.27	5,000	D
Common Stock	09/05/2006	<u>S</u> (1)	100	D	\$ 34.26	4,900	D
Common Stock	09/05/2006	<u>S</u> (1)	500	D	\$ 34.25	4,400	D
Common Stock	09/05/2006	<u>S</u> (1)	100	D	\$ 34.22	4,300	D
Common Stock	09/05/2006	<u>S</u> (1)	100	D	\$ 34.21	4,200	D
Common Stock	09/05/2006	<u>S</u> (1)	200	D	\$ 34.17	4,000	D
Common Stock	09/05/2006	<u>S</u> (1)	200	D	\$ 34.11	3,800	D
Common Stock	09/05/2006	<u>S</u> (1)	100	D	\$ 34.06	3,700	D
Common Stock	09/05/2006	<u>S</u> (1)	200	D	\$ 34.05	3,500	D
Common Stock	09/05/2006	<u>S</u> (1)	500	D	\$ 34.04	3,000	D
Common Stock	09/05/2006	<u>S</u> (1)	100	D	\$ 34.02	2,900	D
Common Stock	09/05/2006	<u>S</u> (1)	400	D	\$ 34.01	2,500	D
Common Stock	09/05/2006	<u>S</u> (1)	2,500	D	\$ 34	0	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.**

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities (Instr. 3 and 4)
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Derivative Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20	09/05/2006	M			6,000	<u>(2)</u>	11/01/2015	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Taylor Leslie K 11 GREENWAY PLAZA, SUITE 2950 HOUSTON, TX 77046	Vice President Human Resources

## Signatures

By: /s/ Steven A. Manz,  
attorney-in-fact

09/07/2006

\_\_\_\_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).
- (1) The sales reported in this Form 4 were made pursuant to a trading plan adopted by the reporting person in accordance with Rule 10b5-1.
- (2) The stock option will become exercisable in four equal amounts on the date of grant and on each of the first three anniversaries of the date of grant.

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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