

Hercules Offshore, L.L.C.

Form 3

October 26, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Reed Randal R

(Last) (First) (Middle)

11 GREENWAY PLAZA,
SUITE 2950

(Street)

HOUSTON,Â TXÂ 77046

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/26/2005

3. Issuer Name **and** Ticker or Trading Symbol

Hercules Offshore, L.L.C. [HERO]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

President Hercules Liftboat Co

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ X Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expirable
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Option to purchase membership interests ⁽¹⁾ 11/01/2005 11/17/2014 Membership Interests 300 \$ 1,000 D Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Reed Randal R 11 GREENWAY PLAZA, SUITE 2950 HOUSTON, TX 77046	Â	Â	Â	President Hercules Liftboat Co	Â

Signatures

/s/ Steven A. Manz,
attorney-in-fact 10/26/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The option will become immediately exercisable for the purchase of 105,000 shares of common stock of Hercules Offshore, Inc. at an exercise price of \$2.86 per share upon the occurrence of an IPO as that term is defined in the Hercules Offshore 2004 Long-Term Incentive Plan.

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â PowerÂ ofÂ Attorney

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.