

Pitre Renee M
Form 4
October 26, 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 *
Pitre Renee 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)
10/24/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP Finance, Hercules Liftboat

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	10/24/2006		M		11,666	A	\$ 5.71 11,766	D
Common Stock, par value \$0.01 per share	10/24/2006		M		1,400	A	\$ 20 13,166	D
Common Stock, par value \$0.01	10/24/2006		S ⁽¹⁾		100	D	\$ 35.01 13,066	D

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per share							
Common Stock, par value \$0.01 per share	10/24/2006	<u>S⁽¹⁾</u>	11,566	D	\$ 35	1,500	D
Common Stock, par value \$0.01 per share	10/24/2006	<u>S⁽¹⁾</u>	400	D	\$ 36.11	1,100	D
Common Stock, par value \$0.01 per share	10/24/2006	<u>S⁽¹⁾</u>	400	D	\$ 36.02	700	D
Common Stock, par value \$0.01 per share	10/24/2006	<u>S⁽¹⁾</u>	100	D	\$ 36.01	600	D
Common Stock, par value \$0.01 per share	10/24/2006	<u>S⁽¹⁾</u>	500	D	\$ 36	100	D
Common Stock, par value \$0.01 per share	10/25/2006	M	3,600	A	\$ 20	3,700	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	200	D	\$ 36.28	3,500	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	200	D	\$ 36.25	3,300	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	100	D	\$ 36.22	3,200	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	100	D	\$ 36.21	3,100	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S⁽¹⁾</u>	323	D	\$ 36.2	2,777	D

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Common Stock, par value \$0.01 per share	10/25/2006	<u>S(1)</u>	300	D	\$ 36.19	2,477	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S(1)</u>	277	D	\$ 36.16	2,200	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S(1)</u>	100	D	\$ 36.15	2,100	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S(1)</u>	200	D	\$ 36.14	1,900	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S(1)</u>	200	D	\$ 36.09	1,700	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S(1)</u>	400	D	\$ 36.07	1,300	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S(1)</u>	500	D	\$ 36.05	800	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S(1)</u>	200	D	\$ 36.03	600	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S(1)</u>	200	D	\$ 36.02	400	D
Common Stock, par value \$0.01 per share	10/25/2006	<u>S(1)</u>	300	D	\$ 36.01	100	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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. 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)	\$ 5.71	10/24/2006		M	11,666	<u>(2)</u> 05/04/2015	Common Stock, par value \$0.01 per share	11,666
Stock Option (Right to Buy)	\$ 20	10/24/2006		M	1,400	<u>(3)</u> 11/01/2015	Common Stock, par value \$0.01 per share	1,400
Stock Option (Right to Buy)	\$ 20	10/25/2006		M	3,600	<u>(3)</u> 11/01/2015	Common Stock, par value \$0.01 per share	3,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pitre Renee M 11 GREENWAY PLAZA, SUITE 2950 HOUSTON, TX 77046			VP Finance, Hercules Liftboat	

Signatures

By: /s/ James Noe,
attorney-in-fact
Date: 10/26/2006

__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.

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- (2) The stock option became immediately exercisable upon consummation of the Company's initial public offering.
- (3) 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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