

TRANSOCEAN INC
Form 4
November 29, 2007

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 *
MCNAMARA MARTIN B

(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)
11/27/2007

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 11/27/2007 | | D | | 8,172 | <u>D</u> <u>(1)</u> | <u>0</u> |
| Ordinary Shares | 11/27/2007 | | A | | 5,717 | <u>A</u> <u>(2)</u> | <u>5,717</u> |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|---|----------------------------|-----------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Units | \$ 0 | 11/27/2007 | | D | | | 7,339 | (3) | (3) | Ordinary Shares | 7,339 |
| Deferred Units | \$ 0 | 11/27/2007 | | A | | 5,133 | | (3) | (3) | Ordinary Shares | 5,133 |
| Stock Options | \$ 19.86 | 11/27/2007 | | D | | | 6,000 | (5) | 05/08/2013 | Ordinary Shares | 6,000 |
| Stock Options | \$ 21.15 | 11/27/2007 | | A | | 5,635 | | (5) | 05/08/2013 | Ordinary Shares | 5,635 |
| Stock Options | \$ 36.17 | 11/27/2007 | | D | | | 6,000 | (5) | 05/09/2012 | Ordinary Shares | 6,000 |
| Stock Options | \$ 38.51 | 11/27/2007 | | A | | 5,635 | | (5) | 05/09/2012 | Ordinary Shares | 5,635 |
| Stock Options | \$ 49.91 | 11/27/2007 | | D | | | 6,000 | (5) | 05/11/2011 | Ordinary Shares | 6,000 |
| Stock Options | \$ 53.14 | 11/27/2007 | | A | | 5,635 | | (5) | 05/11/2011 | Ordinary Shares | 5,635 |
| Stock Options | \$ 49.81 | 11/27/2007 | | D | | | 4,000 | (5) | 05/11/2010 | Ordinary Shares | 4,000 |
| Stock Options | \$ 53.04 | 11/27/2007 | | A | | 3,756 | | (5) | 05/11/2010 | Ordinary Shares | 3,756 |
| Stock Options | \$ 27.88 | 11/27/2007 | | D | | | 4,000 | (5) | 05/13/2009 | Ordinary Shares | 4,000 |
| Stock Options | \$ 29.68 | 11/27/2007 | | A | | 3,756 | | (5) | 05/13/2009 | Ordinary Shares | 3,756 |
| Stock Options | \$ 56.31 | 11/27/2007 | | D | | | 11,672 | (5) | 05/14/2008 | Ordinary Shares | 11,672 |
| Stock Options | \$ 59.96 | 11/27/2007 | | A | | 10,961 | | (5) | 05/14/2008 | Ordinary Shares | 10,961 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

MCNAMARA MARTIN B
4 GREENWAY PLAZA X
HOUSTON, TX 77046

Signatures

Chipman Earle, by power of attorney
11/29/2007

__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).
Pursuant to the Agreement and Plan of Merger dated July 21, 2007 among Transocean Inc., Transocean Worldwide Inc. and GlobalSantaFe Corporation (the "Merger Agreement"), at the effective time of the reclassification contemplated by the Merger Agreement, each outstanding ordinary share, par value \$0.01 per share, was converted into the right to receive 0.6996 new ordinary shares of Transocean, having a market value of \$129.39 per share as of the close of trading on the trading day immediately preceding the effective time of the transactions, and \$33.03 in cash (the "Reclassification Consideration").
- (1) Acquired pursuant to the Merger Agreement as described in note (1).
Pursuant to the Merger Agreement, at the effective time of the reclassification, each outstanding deferred unit became fully vested and
- (3) was converted into the cash portion of the Reclassification Consideration and the right to receive the share portion of the Reclassification Consideration upon leaving the board.
Pursuant to the Merger Agreement, at the effective time of the reclassification, each outstanding option to purchase Transocean ordinary shares was adjusted to be exercisable for a number of Transocean ordinary shares equal to the number of Transocean ordinary shares for
- (4) which such option was exercisable immediately prior to the reclassification multiplied by 0.9392 (rounded down to the nearest whole share) with a per share exercise price equal to the exercise price of the option immediately prior to the reclassification divided by 0.9392 (rounded up to the nearest whole cent).
- (5) The stock options are fully vested.

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.