#### Edgar Filing: HERCULES OFFSHORE, INC. - Form 4

HERCULES OFFSH Form 4	ORE, INC.				0112	.,					
February 19, 2008											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
if no longer subject to Section 16. Form 4 or Form 5	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction See Instruction								rs per		
(Print or Type Responses)	)										
1. Name and Address of STILLEY RANDAI	2. Issuer Na Symbol HERCULE [HERO]			-		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First	3. Date of Ear (Month/Day/ 02/14/2008					X Director 10% Owner X Officer (give title Other (specify below) below) CEO and President					
2200 (Stree	4. If Amendm Filed(Month/D	endment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
HOUSTON, TX 77046									F9		
(City) (State	(State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
	any	on Date, if Tı Ca Day/Year) (Iı	or		Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)					
Common Stock, par value \$0.01 per share	2008		A	49,000		\$ 0	301,600	D			
Common Stock, par value \$0.01 per share							400	I	By Child		

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

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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. Transac Code (Instr. 3		5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Gecurities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 25.64	02/14/2008		A		110,000		<u>(1)</u>	02/14/2018	Common Stock, par value \$0.01 per share	110,000

## **Reporting Owners**

Reporting Owner Name / Address		Re		
	Director	10% Owner	Officer	Other
STILLEY RANDALL D 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046	Х		CEO and President	
Signatures				
By: /s/ James W. Noe, attorney-in-fact	02/19	0/2008		

<u>\*\*</u>Signature of Reporting Person

### **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).

Date

(1) The option becomes exercisable as to one-third of the shares granted on each of the first three anniversary dates from 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. 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.