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TRANSOCEAN INC
Form DEFA14A
May 06, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY
RULE 14a-6(e) (2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Sec. 240.14a-12

Transocean Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the
filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

PERSONS WHO POTENTIALLY 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 CONTROL NUMBER.

SEC 1913 (02-02)

[TRANSOCEAN LOGO]

TRANSOCEAN INC.

J. MICHAEL TALBERT
CHAIRMAN OF THE BOARD

POST OFFICE BOX 2765
HOUSTON, TEXAS 77252-2765

May 6, 2004

Fidelity Investments
Legal Dept. - Proxy Group
82 Devonshire F7C
Boston, MA 02109

Attention: Mr. Ed Corrao

Dear Mr. Corrao:

RE: TRANSOCEAN INC.

On behalf of Transocean Inc. management, we will commit to recommending that the Board of Transocean Inc. amend the Long Term Incentive Plan (the "Plan") so that any awards to Eligible Directors under the Plan are required to be approved by a group consisting solely of directors who are independent under the standards of the New York Stock Exchange. We understand that based upon this commitment, Fidelity will support the proposed amendments to the Plan. If you would like any further clarification, please advise.

Sincerely,

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/s/ J. Michael Talbert
J. Michael Talbert

Cc Mr. Eric B. Brown
Senior Vice President and General Counsel