Pellegrin Todd Form 4 February 26, 2010

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB Number:

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**OMB APPROVAL** 

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Pellegrin Todd

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HERCULES OFFSHORE, INC.

(Check all applicable)

[HERO]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

Director 10% Owner Other (specify X\_ Officer (give title

(Month/Day/Year) 02/24/2010

below) below) VP, Worldwide Liftboat Ops.

9 GREENWAY PLAZA, SUITE 2200

Security

(Instr. 3)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HOUSTON, TX 77046

(State) (Zip) (City) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities 3. (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code

(Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) (Instr. 4) Following

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

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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)

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8 Underlying Securities

#### Edgar Filing: Pellegrin Todd - Form 4

	urity tr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	(Instr. 8) Acquor D (D) (Instr. 8)		Acquired (A) or Disposed of		(Month/Day/Year)		(Instr. 3 and 4)		(
					Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
_	tion ght to	\$ 3.89	02/24/2010		A	(	60,000		<u>(1)</u>	02/24/2020	Common Stock, Par Value \$0.01 Per Share	60,000	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pellegrin Todd

9 GREENWAY PLAZA, SUITE 2200 VP, Worldwide Liftboat Ops.

HOUSTON, TX 77046

# **Signatures**

/s/ James W. Noe, attorney-in-fact 02/26/2010

\*\*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 stock option will become exercisable in three equal amounts 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. 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.

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