Edgar Filing: Rynd John T - Form 4

David Labor T

Form 4											
February 17,	_								OMB A	PPROVAL	
FORM	UNITED	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								OMB 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed pu S. S. Section 17										
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Rynd John T			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) 9 GREENWAY PLAZA, SUITE 2200			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2010					X Director 10% Owner X Officer (give title Other (specify below) CEO & President			
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
HOUSTON,	TX 77046							Form filed by M Person	Aore than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Aco	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Securities I Beneficially (Owned I Following (Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) Instr. 4)	Indirect Beneficial			
Common Stock, Par Value \$0.01 Per Share	02/12/2010			Code V	Amount 2,645 (1)	(D)	Price \$ 4.1	(Instr. 3 and 4) 219,769	D		

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rynd John T 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046	Х		CEO & President				
Signatures							

/s/ James W. Noe, 02/17/2010 attorney-in-fact

**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).

The reporting person disposed of these shares directly to the issuer upon the vesting of previously awarded restricted stock. The purpose of the disposition was to enable the reporting person to satisfy tax withholding obligations that arose upon such vesting, which will be (1) paid by the issuer to the Internal Revenue Service in cash.

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.