

HERCULES OFFSHORE, INC.  
Form 4  
November 03, 2005

**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 \*  
LR Hercules Holdings, LP

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)  
518 RIVERSIDE AVENUE,  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2005

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

WESTPORT, CT 06880

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Membership Interests                     | 11/01/2005                           |  | J <sup>(1)</sup>               | V 39,322 D  | 0   | D  |   |
| Common Stock, par value \$0.01 per share | 11/01/2005                           |  | J <sup>(1)</sup>               | V 13,762,700 A  | 13,762,700  | D  |   |
| Common Stock, par value \$0.01 per share | 11/01/2005                           |  | S                              | 2,751,863 D   | \$ 20 11,010,837  | D  |   |

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

Persons who 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.

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(9-02)

**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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| LR Hercules Holdings, LP<br>518 RIVERSIDE AVENUE<br>WESTPORT, CT 06880                 |               | X         |         |       |
| LR2 GP, L.P.<br>C/O LIME ROCK MANAGEMENT<br>518 RIVERSIDE AVENUE<br>WESTPORT, CT 06880 |               | X         |         |       |
| LR2 GP, LLC<br>C/O LIME ROCK MANAGEMENT<br>518 RIVERSIDE AVENUE<br>WESTPORT, CT 06880  |               | X         |         |       |

## Signatures

/s/ Mark McCall 11/03/2005

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)

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

On November 1, 2005, upon the conversion of Hercules Offshore, LLC from a limited liability company to a corporation named Hercules Offshore, Inc. (the "Company") the membership interests held by the reporting person were converted into shares of common stock, par value \$0.01 per share, of Hercules Offshore, Inc. (the "Common Stock") on the basis of 350 shares of Common Stock per membership interest. Each of these transactions is exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to, without limitation, Rule 16b-7. LR2 GP, L.P. is the general partner of LR Hercules Holdings, LP. LR2 GP, LLC is the general partner of LR2 GP, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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