

SEABULK INTERNATIONAL INC
 Form 4
 July 06, 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 *
 ROGERS KENNETH M

2. Issuer Name and Ticker or Trading Symbol
 SEABULK INTERNATIONAL INC
 [SBLK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2200 ELLER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP/PRES., SEABULK TOWING

FT. LAUDERDALE, FL 33316
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| COMMON STOCK | 07/01/2005 | | D | 10,823 | D (1) 0 | D | |
| COMMON STOCK | 03/02/2005 | | F | 490 | D (2) 0 | D | |

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

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SEC 1474
 (9-02)

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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. 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) | Am or Nur of S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 12.7 | 07/01/2005 | | D | 9,000 | ⁽³⁾ 01/20/2015 | COMMON STOCK | 9, |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 10 | 07/01/2005 | | D | 20,000 | ⁽⁴⁾ 03/02/2014 | COMMON STOCK | 20, |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 7.29 | 07/01/2007 | | D | 12,000 | ⁽⁵⁾ 02/25/2013 | COMMON STOCK | 12, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROGERS KENNETH M 2200 ELLER DRIVE FT. LAUDERDALE, FL 33316 | | | SVP/PRES., SEABULK TOWING | |

Signatures

ALAN R. TWAITS, ATTORNEY-IN-FACT FOR KENNETH M. ROGERS 07/06/2005

**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) Disposed of pursuant to Merger Agreement among Issuer, SEACOR Holdings Inc. ("SEACOR"), SBLK Acquisition Corp. and CORBULK LLC dated as of March 16, 2005 (the "Merger Agreement") in exchange for \$41,332.00 in cash and 2,784 shares of

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SEACOR common stock having a market value of \$64.30 per share on the effective date of the merger.

- (2) Represents 177 shares of the Issuer's common stock surrendered to the Issuer as payment of Reporting Person's tax liability upon vesting of 667 shares of restricted stock at a price of \$19.60 per share.

This option, which provided for vesting in three equal annual installments beginning January 20, 2006, was converted into an option to

- (3) purchase 2,425 shares of SEACOR common stock for \$47.14 per share and receive \$36,000.00 in cash pursuant to the Merger Agreement.

This option, which provided for vesting in three equal annual installments beginning March 2, 2005, was converted into an option to

- (4) purchase 5,388 shares of SEACOR common stock for \$37.12 per share and receive \$80,000.00 in cash pursuant to the Merger Agreement.

This option, which provided for vesting in three equal annual installments beginning February 25, 2004, was converted into an option to

- (5) purchase 3,233 shares of SEACOR common stock for \$27.06 per share and receive \$48,000.00 in cash pursuant to the Merger Agreement.

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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