

HERCULES OFFSHORE, INC.
Form 4
September 29, 2008

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 *
WEBSTER STEVEN A

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2008

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

9 GREENWAY PLAZA, SUITE 2200

(Street)

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

HOUSTON, TX 77046

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	09/25/2008		P	400	A	\$ 15.97	744,123 D
Common Stock, par value \$0.01 per share	09/25/2008		P	100	A	\$ 15.98	744,223 D
	09/25/2008		P	1,100	A		745,323 D

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Common Stock, par value \$0.01 per share					\$ 15.985		
Common Stock, par value \$0.01 per share	09/25/2008	P	900	A	\$ 15.99	746,223	D
Common Stock, par value \$0.01 per share	09/25/2008	P	8,346	A	\$ 16	754,569	D
Common Stock, par value \$0.01 per share	09/25/2008	P	200	A	\$ 16.175	754,769	D
Common Stock, par value \$0.01 per share	09/25/2008	P	3,400	A	\$ 16.18	758,169	D
Common Stock, par value \$0.01 per share	09/25/2008	P	5,600	A	\$ 16.19	763,769	D
Common Stock, par value \$0.01 per share	09/25/2008	P	1,600	A	\$ 16.2	765,369	D
Common Stock, par value \$0.01 per share	09/25/2008	P	400	A	\$ 16.205	765,769	D
Common Stock, par value \$0.01 per share	09/25/2008	P	800	A	\$ 16.21	766,569	D
	09/25/2008	P	2,000	A	\$ 16.23	768,569	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	09/25/2008	P	100	A	\$ 16.235	768,669	D
Common Stock, par value \$0.01 per share	09/25/2008	P	800	A	\$ 16.24	769,469	D
Common Stock, par value \$0.01 per share	09/25/2008	P	5,100	A	\$ 16.25	774,569	D
Common Stock, par value \$0.01 per share	09/26/2008	P	900	A	\$ 15.74	775,469	D
Common Stock, par value \$0.01 per share	09/26/2008	P	100	A	\$ 15.745	775,569	D
Common Stock, par value \$0.01 per share	09/26/2008	P	7,600	A	\$ 15.75	783,169	D
Common Stock, par value \$0.01 per share	09/26/2008	P	1,800	A	\$ 15.76	784,969	D
Common Stock, par value \$0.01 per share	09/26/2008	P	4,600	A	\$ 15.77	789,569	D
	09/26/2008	P	3,500	A	\$ 15.78	793,069	D

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

09/26/2008

P 1,500 A \$ 15.79 794,569 D

588,767 I

By Kestrel
Capital,
LP

4,267 I

By Steven
A.
Webster,
Trustee ⁽¹⁾

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

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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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

WEBSTER STEVEN A
9 GREENWAY PLAZA, SUITE 2200 X
HOUSTON, TX 77046

Signatures

By: /s/ James W. Noe, 09/29/2008
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).
- (1) Trustee of the Steven A. Webster Defined Benefit Pension Plan.

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