

Carr Terrell L
 Form 4
 March 04, 2013

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 *
 Carr Terrell L

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)
 02/28/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP - Worldwide Ops

(Street)
 HOUSTON, TX 77046

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	
Common Stock, Par Value \$0.01 Per Share	02/28/2013		A	35,450 ⁽¹⁾	A	\$ 0	220,025	D
Common Stock, Par Value \$0.01 Per Share	02/28/2013		A	32,356 ⁽²⁾	A	\$ 0	252,381	D
	02/28/2013		F		D		245,185	D

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Common	7,196	\$
Stock, Par	<u>(3)</u>	6.775
Value		
\$0.01 Per		
Share		

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 Owned Following Reporting Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carr Terrell L 9 GREENWAY PLAZA, SUITE 2200 HOUSTON, TX 77046			SVP - Worldwide Ops	

Signatures

/s/ Beau M. Thompson, attorney-in-fact
 03/04/2013
 **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) These shares of performance-based restricted stock were awarded on February 28, 2012. The amount of the award was based upon the achievement of certain performance objectives for fiscal year 2012, which was determined on February 28, 2013. The shares will vest in

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three equal installments on each of February 28, 2013, February 28, 2014 and February 28, 2015.

- (2) These shares of restricted stock will vest in three equal installments on each of the first three anniversaries of the date of grant, beginning February 28, 2014.

- The reporting person disposed of these shares directly to the issuer upon the vesting of previously awarded restricted stock. The purpose
- (3) of the disposition was to enable the reporting person to satisfy tax withholding obligations that arose upon such vesting, which will be 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.

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