

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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REPORTING OWNER

Butz Stephen M

CIK: **1483622**

Type: **4** | Act: **34** | File No.: **000-51582** | Film No.: **13662867**

Mailing Address

*C/O HERCULES OFFSHORE,
INC.*

*9 GREENWAY PLAZA, SUITE
2200*

HOUSTON TX 77046

ISSUER

HERCULES OFFSHORE, INC.

CIK: **1330849** | IRS No.: **830402575** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **1381** Drilling oil & gas wells

Mailing Address

*9 GREENWAY PLAZA,
SUITE 2200*

HOUSTON TX 77046

Business Address

*9 GREENWAY PLAZA,
SUITE 2200*

*HOUSTON TX 77046
713-979-9300*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Butz Stephen M			2. Issuer Name and Ticker or Trading Symbol HERCULES OFFSHORE, INC. [HERO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP & CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013					
C/O HERCULES OFFSHORE, INC., 9 GREENWAY PLAZA, SUITE 2200								
(Street) HOUSTON, TX 77046			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> 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		<u>A</u>		51,658 ⁽¹⁾	A	\$ 0	237,718	D	
Common Stock, Par Value \$0.01 Per Share	02/28/2013		<u>A</u>		49,779 ⁽²⁾	A	\$ 0	287,497	D	
Common Stock, Par Value \$0.01 Per Share	02/28/2013		<u>E</u>		9,866 ⁽³⁾	D	\$6.775	277,631	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

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 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.
3. 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 paid by the issuer to the Internal Revenue Service in cash.

Signatures

/s/ Beau M. Thompson, attorney-in-fact

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

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

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 Number.