

HERCULES OFFSHORE, INC.
Form 4
December 16, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
9 GREENWAY PLAZA, SUITE
2200

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

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

(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 | 12/12/2014 | | P | | 150,000 | A | \$ 1.1295 | 190,000 | I | By San Felipe Resources Company (1) |
| Common Stock, Par Value \$0.01 Per Share | 12/16/2014 | | P | | 100,000 | A | \$ 1.069 | 290,000 | I | By San Felipe Resources Company (1) |
| | | | | | | | | 1,715,140 | 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

5,000 I

By
Elizabeth
Anne
Webster
Trust ⁽²⁾

588,767 I

By Kestrel
Capital, LP
⁽³⁾

44,747 I

By Steven
A.
Webster,
Trustee ⁽⁴⁾

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.

SEC 1474
(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

/s/ Beau M. Thompson,
attorney-in-fact 12/16/2014

__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 securities were acquired by San Felipe Resources Company, a partnership in which Mr. Webster and his wife, Linda, are the general partners.

These securities were acquired by Barrett L. Webster Trustee FBO Elizabeth Anne Webster Trust. Mr. Webster's daughter, who may be deemed to be a member of his household, is the beneficiary of such trust. The trust is administered by Mr. Webster's adult son. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (2) Mr. Webster beneficially owns these shares of common stock indirectly through Kestrel Capital, LP, over which Mr. Webster shares voting and investment power.
- (3) Mr. Webster beneficially owns these shares of common stock indirectly through Kestrel Capital, LP, over which Mr. Webster shares voting and investment power.
- (4) Trustee of the Steven A. Webster Defined Benefit Pension Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.